

AI GOVERNANCE PLAYBOOK

FOR BOARDS

The Official Guide

Navigate complexity, mitigate risk, and transform governance into competitive advantage

A Strategic Framework

The blueprint for leveraging AI and safeguarding against liability

Preparing for the Future

The future is AI. Is your organization prepared?

EXECUTIVE SUMMARY

AI governance frameworks
are needed now

The Time Is Now To Strengthen Governance

As AI becomes embedded in core business functions, Boards of Directors will assume greater oversight responsibilities focusing on how management identifies, mitigates, and reports risks arising from these new technologies.

This playbook equips Boards with a practical roadmap to navigate AI oversight through clear role definition balancing risk management with value creation. By upholding fiduciary duties in this evolving landscape, Boards can navigate regulatory complexity with confidence and position their organization as a leader in AI self-governance.



62%

Of directors dedicate agenda time to full-Board AI discussions

The Four Key Steps:

STEP 1 | DISCOVERY & ASSESSMENT

Discovery & assessment. A comprehensive baseline assessment is essential to understand where AI is currently deployed across the organization and to evaluate the risks it presents.

STEP 2 | GOVERNANCE ARCHITECTURE

Governance architecture. Effective oversight requires that Boards organize themselves in a way that enhances meaningful oversight of how AI is deployed across the organization. Boards should consider how AI is deployed both internally within the business and externally to various stakeholders when thinking about the appropriate Board structure.

STEP 3 | AI PROTOCOLS

AI protocols. Board members should ensure the company has adequate processes and governance structures to identify, escalate, and mitigate risks arising from use of AI. Leading AI frameworks, such as the NIST AI Risk Management Framework, can provide helpful guidance in assessing these processes.

STEP 4 | LEVERAGING AND GOVERNING

Empowering teams to leverage and govern AI. Boards and senior executives must stay informed to proactively adopt new strategies to seize AI opportunities while mitigating risk.

WHY AI GOVERNANCE MATTERS NOW

AI holds immense potential to reshape society and has already demonstrated its power to revolutionize industries. Boards play a key role in putting systems in place to manage legal and compliance issues while enabling innovation. Boards that put strong oversight systems in place early will not only reduce risk but also build trust and position the company to innovate with confidence.

Boards have a legal duty to oversee compliance risks.

Directors must make a good-faith effort to ensure the company has systems to identify and elevate mission-critical legal and regulatory risks.

While courts have previously only sustained claims against directors where plaintiffs could demonstrate systemic governance failures, recent cases emphasize that ignoring clear red flags or delaying action on known compliance issues may support liability.

Boards are increasingly making AI governance a priority.

According to the NACD's 2025 Board Oversight Survey, which polled directors across multiple industries, 62% of directors report "they now set aside agenda time for full-Board AI discussions," up from 28% in 2023.

According to Deloitte's 2025 Governance of AI Survey, 19% of responding directors and C-suite executives report that AI is on their Board's agenda once a year, 33% report that it is on the agenda semiannually, and 17% report it is on the agenda at every Board meeting.



19%
of Board directors list AI on
their agenda once a year



33%
of Board directors list AI on
their agenda semiannually



17%
of Board directors list AI on
their agenda **every meeting**

Leadership is essential to translate governance principles into effective practice.

While 53% of Boards have requested updates on their organization's data governance practices and 49% have assessed AI-related risks, only 36% have adopted a formal AI governance framework, and just 6% have established AI metrics for management reporting.

Specifically, effective oversight means actively engaging to understand how AI is used across the organization and building AI literacy on the Board to ask informed questions and evaluate risks.

According to the NACD's 2025 Board Practices and Oversight Survey, only 23% of responding Boards have "conducted an audit to determine where AI is currently in use within the company."

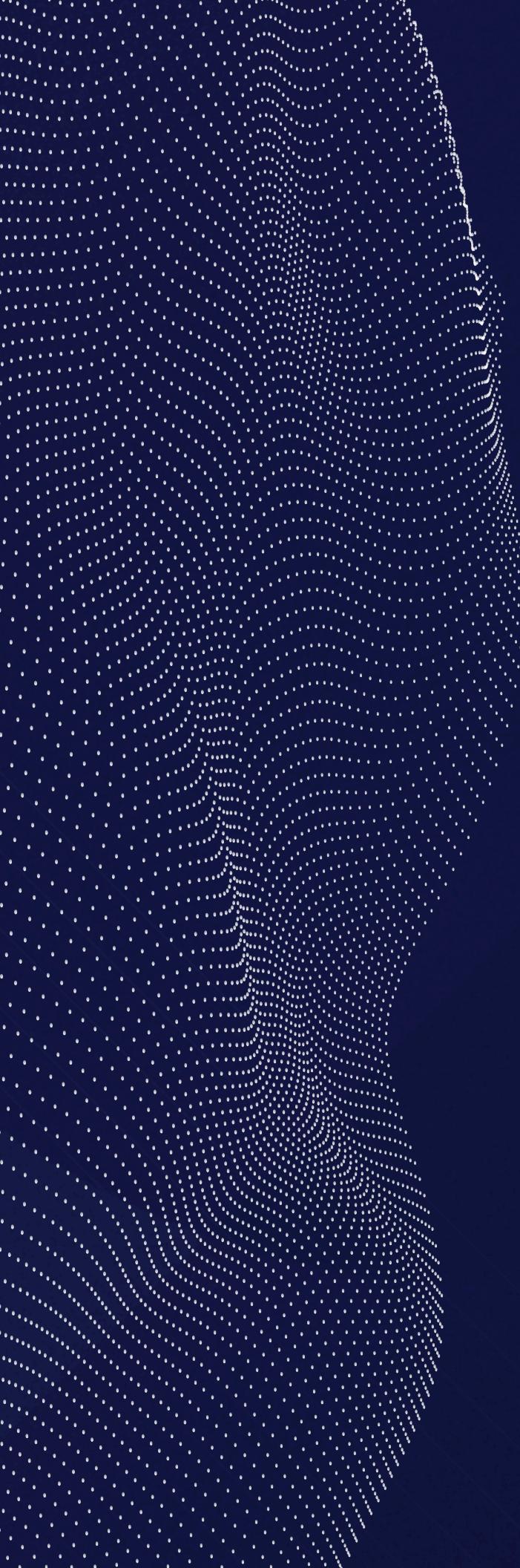
66% of respondents to Deloitte's 2025 Governance of AI Survey say their Boards still have "limited to no knowledge or experience" with AI, and only 18% of respondents to the NACD's 2025 Board Practices and Oversight Survey say they have an "established AI education plan for directors."

Deloitte reports that 40% of Boards are reconsidering their composition in response to AI. Similarly, the NACD's 2025 Board Practices and Oversight Survey found that 26% of directors view "director education and expertise" as the most critical factor for effective AI oversight, while 25% emphasize the importance of a management team with appropriate AI focus and expertise.



"AI governance isn't just good practice—it's a legal and business imperative. Boards must play a key oversight role to avoid costly liability, reputational harm, and the misuse of powerful tools."

Miriam Vogel, President and CEO of EqualAI and co-author of *Governing the Machine*



EQUALTM STRATEGIC FRAMEWORK

STEP 1

DISCOVERY & ASSESSMENT

First, to evaluate AI use, Boards should ensure they have taken a reliable inventory of how AI is being used across their organizations. Boards should undertake or commission an assessment to map current and anticipated AI uses across all departments, including HR, customer service, marketing, finance, innovation, legal, and cybersecurity. This analysis should include assessing uses that are authorized and consistent with internal company policy, as well as any unauthorized practices.

Second, Boards should classify current and anticipated AI uses by risk level, considering how AI will be used and whether any uses may qualify as “high risk,” such as when it is involved in making consequential decisions related to education, employment, financial services, housing, healthcare, or legal services.

Boards might consider leveraging the following checklists when assessing how their organizations are seeking to use AI internally and externally.

A. Deploying AI Internally | Areas where internal deployment of AI is pronounced and may require tailored legal assessments:

- Human Resources & Hiring**
Resume screening, candidate matching, interview scheduling, and even sentiment analysis during interviews.
- Payment Processing & Fraud Detection**
Detecting transaction anomalies, flagging potential fraud, and automating payment workflows.
- Customer Service**
Chatbots and virtual assistants managing routine inquiries, freeing human agents for complex issues.
- Sales & Marketing Optimization**
Forecasting demand, optimizing logistics, and automating restocking decisions.
- Legal & Compliance Monitoring**
Assisting with contract review, regulatory tracking, and risk identification.
- IT Operations & Cybersecurity**
Detecting threats, automating incident response, and managing system performance.
- Internal Communications & Collaboration**
Smart scheduling, meeting summarization, and workflow automation to boost productivity.
- Product Development & Innovation**
Accelerating R&D through improved coding, simulation, design optimization, and predictive modeling.

B. Risk to Marketing AI Externally | Companies that publicly promote AI capabilities, whether through marketing materials, product descriptions, investor communications, or customer-facing platforms, may face heightened risk if those representations are inaccurate, misleading, or unsupported by functionality. Such representations can lead to reputational harm, regulatory scrutiny, consumer protection claims, and potential liability under false advertising or securities laws. Accordingly, Boards should make a good-faith effort to confirm that governance processes address:

- Avoiding overstatements about the capabilities or reliability of AI systems.
- Disclosing material limitations, potential biases, or areas requiring human oversight.
- Avoiding claims of full automation where human intervention remains necessary.
- Preventing marketing of AI features that are still in development or not yet deployed.

EqualAI Advantage: Our [EqualAI Checklist](#) and [Algorithmic Impact Assessment \(AIA\) tool](#) provide systematic evaluations aligned with the NIST AI Risk Management Framework.

“To promote long-term growth, Boards need to get in the AI game to ensure adequate procedures are in place to empower responsible, effective AI deployment at scale. This requires companies that closely monitor the evolving regulatory landscape and peer practices. Responsible AI governance is not an impediment to rapid innovation and growth, but a precondition.”



Joshua Geltzer, Defense, National Security, and Government Contracts Partner in WilmerHale's D.C. Office.

STEP 2

GOVERNANCE ARCHITECTURE

Boards should make a good-faith effort to maintain governance structures that support effective AI oversight. In assessing Board oversight in other contexts, courts routinely analyze the following:

- Is a Board committee specifically tasked with overseeing mission-critical operations?
- Are there formal protocols requiring management to keep the Board informed of compliance practices, risks, or reports?
- Is there a regular schedule—such as quarterly or biannual reviews—for addressing mission-critical risks?
- Do management reports contain potential red or yellow flags relayed to the Board?
- Does management withhold key reports from the Board?
- Does the Board engage in consistent discussion of mission-critical issues, as reflected in Board meeting records?

Create Organizational Structure

Boards should assess how extensively AI is integrated into the company consistent with the questions in Step 1 and then determine the necessary governance adjustments. The nature of the Board's role is likely to depend on how the company is seeking to leverage AI—specifically whether it is building AI models as part of a core business line or merely integrating AI into bespoke operational practices.

Relevant questions might include:

- Which competitive advantages does AI enhance for the business?
- Which workflows would benefit the most from AI? How have these been identified?
- Does the company have personnel with sufficient technological know-how to pioneer new AI uses?
- Does the company have personnel with sufficient know-how to manage AI regulatory, legal, and reputation risks?

While the full Board should remain informed about AI deployment, targeted changes to the governance framework can strengthen oversight. If AI's impact is limited, existing channels can be updated to manage oversight; if integration is significant, consider creating a dedicated committee or appointing an executive to address AI-related risks.

Boards should also evaluate whether they have the talent needed for the AI era, prioritizing education and the appointment of individuals with AI knowledge to ensure effective oversight. Accordingly, to support effective AI oversight and demonstrate a good-faith effort consistent with fiduciary duties, Boards should consider whether:

- 1 AI responsibilities should be delegated to one or more Board committees and update committee charters as needed;
- 2 Directors with AI literacy expertise should be elected;
- 3 A cross-functional AI oversight committee should be created and empowered to report regularly to the broader Board, using consistent metrics or a standardized “AI Performance Report”; or
- 4 A Chief AI Officer or Chief AI Governance Officer should be designated to lead enterprise-wide governance efforts.

EqualAI Advantage: EqualAI's governance models, such as our [Good AI Hygiene Framework](#), are tested across industries and span Fortune 500 enterprises to savvy startups.



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“AI governance isn’t just good practice; it has quickly become a legal and strategic imperative. Boards that take the time now to assess governance structures and elevate AI literacy will meet Delaware’s oversight standards. All while leading responsibly in the tech-driven economy and unlocking innovation and long-term value.”

Jessica Lewis, Securities Litigation and Enforcement Partner in WilmerHale’s Silicon Valley Office

STEP 3

AI PROTOCOLS

AI laws and regulations are proliferating, particularly at the state level, creating significant uncertainty around legal standards. In this evolving field, companies lack the clear, straightforward benchmarks that exist in other regulatory domains to assess whether they have taken adequate steps to mitigate legal and regulatory risks.

While agencies such as the FTC continue to aggressively investigate the practices of AI companies, federal efforts to define AI safety standards have slowed. And while AI safety is an increasing priority for states, even those that have legislated in this area have generally avoided prescriptive definitions of what “safe AI” means, leaving companies without clear standards to guide compliance. Instead, states are pointing to industry-consensus best practices and recognized standards—such as NIST’s AI Risk Management Framework and ISO 42001—to establish compliance benchmarks.

- The Colorado AI Act, for example, requires that certain risk assessments align with the National Institute of Standards & Technology (NIST) AI Framework and ISO 42001.
- California’s SB-53 (the Transparency in Frontier Artificial Intelligence Act) requires large frontier developers to publish a frontier AI framework detailing how they incorporate national and international standards—such as the NIST AI RMF—as well as industry-consensus best practices.

The lack of clear regulatory requirements means Boards should make a good-faith effort to implement governance processes that address AI risks. This includes:

- Continually assessing and comparing their efforts against industry best practices; and
- Leveraging AI frameworks, such as the NIST AI Framework and ISO 42001, to guide governance procedures.



of Boards have requested updates about AI governance practices



of Boards have assessed risks associated with AI



of Boards have adopted an AI governance framework



of Boards have established AI metrics for management reporting

While every organization has a distinct risk profile based on its use of AI, companies should consider whether the following AI protocols identified across the four pillars of the NIST AI Risk Management Framework—Govern, Map, Measure, Manage—are in place.

Roles and Responsibilities

Policies clarifying AI-related roles across teams (e.g., developers, auditors, legal) and that assign responsibility for AI risk decisions to senior leadership.

Legal and Regulatory Compliance

Policies to understand and document applicable laws (e.g., data privacy, anti-discrimination) and AI systems' compliance with those laws.

AI Inventory Management

Policies to maintain a comprehensive inventory of AI systems and allocation of liability.

Purpose and Use Definition

Policies to define intended uses, limitations, and human roles in AI oversight and decision-making.

Go/No-Go Decisions

Policies to determine whether to proceed with AI deployment.

Risk Tolerance Assessment

Policies to define acceptable risk levels and tradeoffs, and to define how risk levels are measured for all stages of the AI lifecycle.

Risk Response Planning

Policies for mitigating risks and to document and communicate unmitigated risks, including incident response procedures.

Impact Assessments

Policies requiring assessments of potential societal and individual impacts.

Risk Tolerance Assessment

Policies to define acceptable risk levels and tradeoffs, and to define how risk levels are measured.

Business Context Evaluation

Policies to assess business value and reconsider systems misaligned with values.

Monitoring and Review

Policies for ongoing monitoring, incident response, and periodic review of AI systems.

Incident Communication

Policies for reporting and documenting errors and impacts.

Continuous Improvement

Policies for integrating learnings into system updates.

Third-Party Risk Management

Policies addressing risks from third-party AI systems and data.

Stakeholder Inclusion

Policies to include diverse perspectives in system design and evaluation.

Decommissioning Protocols

Policies for safely phasing out AI systems without increasing risks.

EqualAI Advantage: Our EqualAI Checklist and Algorithmic Impact Assessment (AIA) tool provide systematic evaluations aligned with the NIST AI Risk Management Framework.

STEP 4

EMPOWERING TEAMS TO LEVERAGE AND GOVERN AI

Boards and management should collaborate on ways to promote AI learning across the organization so teams can use AI responsibly to advance business objectives. Safe, responsible deployments should not come at the expense of innovation, but rather foster it. To that end, companies should consider the following key practices:

Continuous Education

Establish an AI literacy program with role-based training and competency development, which may include scenario-based workshops and expert briefings for directors and senior leadership.

- The NACD provides a list of six “key competencies” to “proficiently oversee AI.” These competencies include “foundational AI competency,” “AI business assessment,” “AI business judgment,” “AI governance,” “ethical AI practices,” and “continuous learning.”

Review of Compliance Requirements

Assign responsibility for tracking AI policy developments and schedule regular Board briefings. Build flexibility into management responsibilities to adapt quickly to evolving regulations.

- Consider referencing the [EqualAI Newsletter](#) for regulatory updates to understand the nature of requirements most pertinent to the business.

Empower Employees and Consumers

Create clear reporting mechanisms for both employees and consumers when questions or concerns about AI uses arise.

Cross-functional Engagement

Strengthen internal cross-functional coordination between legal, IT, HR, and risk teams so that all teams are aligned and promote knowledge sharing across functions.

Facilitate Candor

Establish confidential, management-free sessions to allow directors to openly discuss AI integration, emerging threats from external actors, and the evolving regulatory landscape.

EqualAI Advantage: Our [Badge Program](#) provides an industry-recognized certification and connects executives across industries to engage in a community focused on AI governance.



18% of Board directors say they have an established AI education plan for directors.

COMPETITIVE ADVANTAGE

Business value and consumer trust are the end goal.

Courts increasingly expect Boards to understand and oversee mission-critical risks. A well-structured governance framework demonstrates good-faith oversight, supports legally defensible decisions, and creates the foundation for faster, safer AI deployment and sustained innovation.

EqualAI Advantage: Our approach to effective AI governance becomes a competitive differentiator, rather than just a checklist for regulatory compliance.



Just 6% of Boards have established AI metrics for management reporting.



Only 31.6% of the S&P 500 disclosed some level of Board oversight of AI.

NEXT STEPS

Immediate Action Items

- **Assess:** Download EqualAI's Checklist © at equalai.org/resources.
- **Learn:** Enroll in our Badge Program on AI governance at equalai.org/badge-program.
- **Connect:** Join our community of AI leaders at equalai.org/membership.
- **Implement:** Use our proven frameworks to build governance excellence.

ESSENTIAL RESOURCES

- The EqualAI Checklist ©
- EqualAI Algorithmic Impact Assessment (AIA)
- Good AI Hygiene: A Governance Roadmap on Essential Practices
- EqualAI AI Literacy Initiative, including our AI Literacy Resource Hub
- *In AI We Trust?*, EqualAI's podcast with AI leaders, from Members of Congress to famous founders and corporate leads, who share their insights on what smart AI governance looks like and why it is essential.
- *Is Your Use of AI Violating the Law?*, a detailed overview of the current legal landscape and existing AI regulations in the U.S. and abroad, co-authored by EqualAI President and CEO Miriam Vogel.
- *An Insider's Guide to Designing and Operationalizing a Responsible AI Governance Framework*, a white paper developed by EqualAI to help organizations of all sizes implement AI responsibly.
- EqualAI AI Governance Playbook
- *Governing the Machine: How to Navigate the Risks of AI and Unlock Its True Potential* (Bloomsbury, 2025) co-authored by Miriam Vogel, Ray Eitel-Porter, and Paul Dongha

LINK LIBRARY

[The EqualAI Checklist ©](#)

[In AI We Trust?](#)

[AI Literacy Initiative](#)

[Governing the Machine: How to Navigate the Risks of AI and Unlock Its True Potential](#)

[Is Your Use of AI Violating the Law?](#)

[Algorithmic Impact Assessment](#)

[An Insider's Guide to Designing and Operationalizing a Responsible AI Governance Framework](#)

[Good AI Hygiene: A Governance Roadmap on Essential Practices](#)

[EqualAI AI Governance Playbook](#)

* Download the playbook on page 15 to access the links.

WHY PARTNER WITH EQUALAI?

Proven Leadership

Since 2018, EqualAI has united industry leaders, policymakers, civil society and academics to develop practical AI governance solutions.

Partnership Opportunities

- Organizational membership for access to key programs and conversations.
- Customized workshops and events for complex issues and timely concerns.
- Industry leadership collaboration.

Comprehensive Programs

- Badge Program: Executive certification in AI governance.
- MCLE for Lawyers: Counsel and senior execs learn how to optimize benefits by mitigating risks in the development and deployment of AI.
- Congressional Workshops: Regulatory insights and policy engagement.
- EqualAI Summit and events: Peer network and roundtables with policy and industry leaders for collaborative problem-solving.

Unique Value

- Regulatory insight through direct policymaker engagement.
- Industry-tested frameworks across sectors and organization sizes.
- Evidence-based approaches grounded in research and best practices.
- Community-driven solutions and knowledge sharing.



ABOUT EQUALAI

EqualAI is a nonprofit organization that helps companies, policymakers, and institutions implement effective AI governance frameworks that drive innovation and enable broader adoption. We build trust in AI through practical governance solutions, widespread AI literacy, and industry collaboration. Our work connects leaders across sectors to develop standards and practices that address key challenges in AI implementation and ensure AI understanding reaches all Americans.

Miriam Vogel has extensive experience working with C-suite, Board of directors, policy makers, lawyers, and other key stakeholders to establish best practices for operationalizing AI governance. Her work has had a profound impact within Fortune 100 companies across multiple industry sectors.

A leading voice and highly acclaimed speaker, advisor, convenor, and technology policy expert, Miriam Vogel is the President and CEO of EqualAI, a nonprofit leading in AI governance and AI literacy, and co-author of Governing the Machine: How to Navigate the Risks of AI and Unlock Its True Potential (Bloomsbury, October 2025). She served as inaugural chair of the National Artificial Intelligence Advisory Committee (NAIAC), congressionally mandated to advise the President and the White House on AI policy. She hosts the In AI We Trust? podcast and has taught tech policy at Georgetown University Law Center (GULC), where she serves on the Board of Visitors. She is a member of the Council on Foreign Relations (CFR) and a senior advisor to the Center for Democracy and Technology (CDT). Miriam was named a recipient of Forbes' and Mika Brzezinski's 2025 Forbes 50 over 50. She has also been named a 2023, 2024, 2025 Tech Titan by Washingtonian magazine, which recognizes the most prominent technology leaders who are defining the industry's trajectory.

Visit equalai.org to learn more.

Download this playbook at equalai.org/ai-governance-playbook-for-boards/

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