Diligent Institute | CORPORATE BOARD MEMBER

As board AI use rises, rules and oversight remain scarce



Director Confidence Index

April 2026

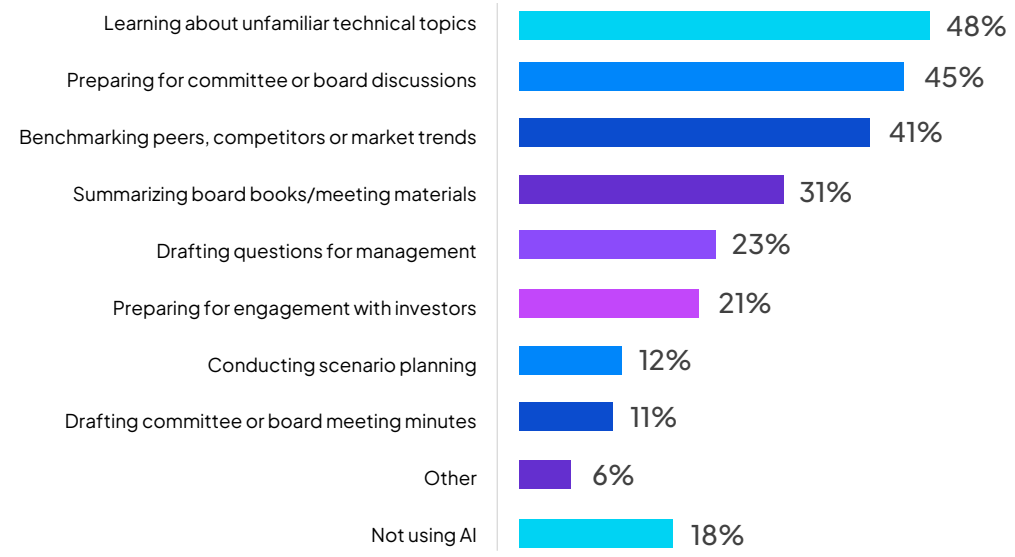
A new survey by Corporate Board Member and Diligent Institute finds **boardroom adoption rising** while formal governance continues to lag.

Just like the companies they help govern, America's public company directors are going all-in on generative AI use, but they're often doing so without guidelines, policies or oversight, a troubling trend with potentially serious legal and operational implications for companies.

A new survey of 104 U.S. public company directors finds that 82 percent have used generative AI in their board work in the past six months—up from 66 percent in September 2025. Yet 54 percent say there is no guidance for director's use of AI in place at their company and only 6 percent report a formal policy specific to the board.

Meanwhile, roughly 30 percent of those surveyed have used generative AI to summarize board books or meeting materials, which are often among the most sensitive documents in a public company. Some 45 percent have used it to prepare for board or committee discussions or to benchmark peers, competitors or market trends.

How are directors using AI?



Source: Director Confidence Index, Corporate Board Member - Diligent Institute

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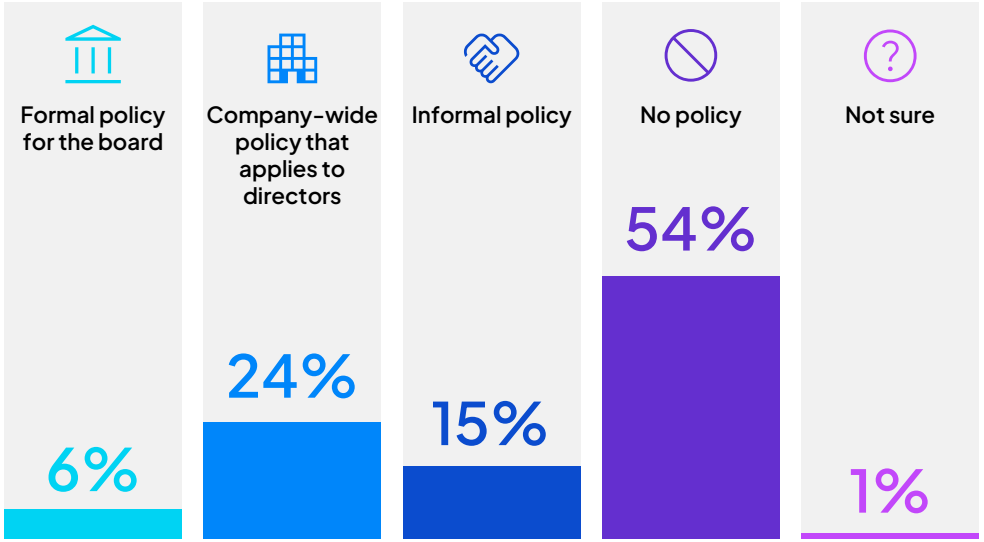
82%

of public company directors have used generative AI in their board work in the past six months

Does your company have formal policy for directors using AI?



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Nearly half —49 percent—of directors surveyed say they have heard of board members using publicly available or consumer-facing AI tools for board work, versus company-approved platforms or systems, a clear red flag for most GCs and outside governance experts. Adding to the confusion, 96 percent of those surveyed say they do not know of any instance when board materials have been entered into a "tool outside of the company's or board portal's approved environment."

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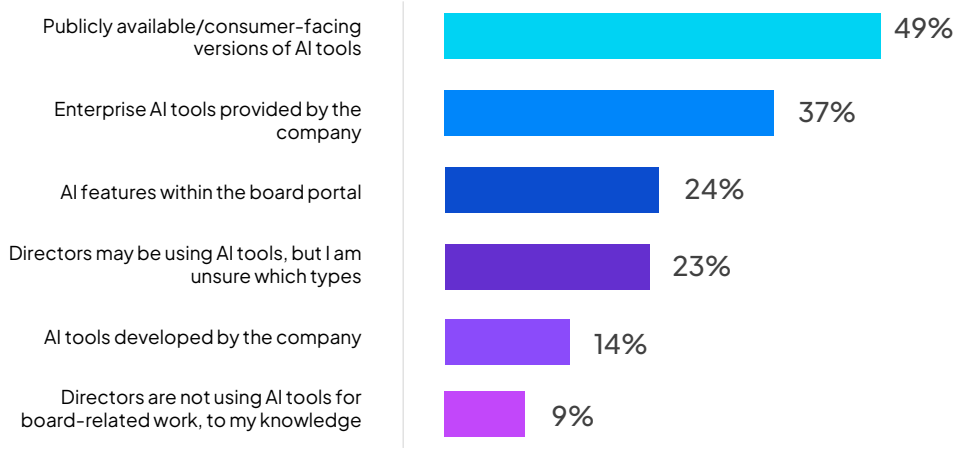
"That tells us directors are not waiting for perfect governance frameworks to experiment with AI, which makes it much more urgent for boards to define where these tools are appropriate and where confidentiality lines need to be drawn."

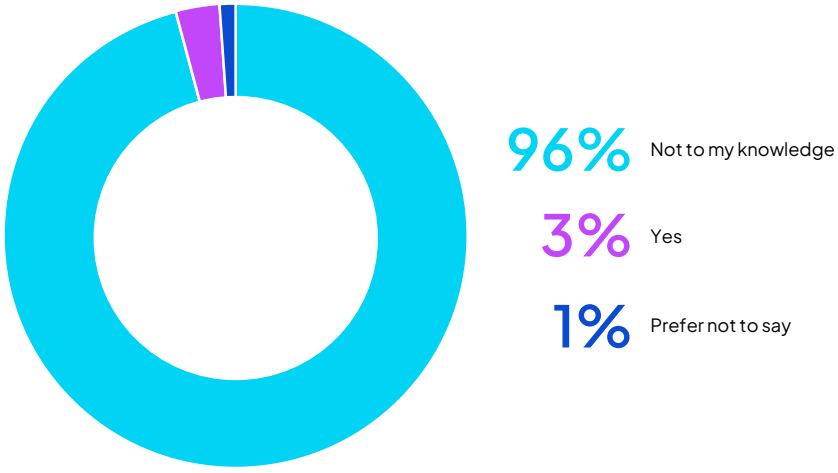
— Kira Ciccarelli
Senior manager of research
at Diligent Institute

Does your company have formal policy for directors using AI?



Source: Director Confidence Index, Corporate Board Member - Diligent Institute

To your knowledge, have board materials ever been entered into an AI tool outside the company's or board portal's approved environment?



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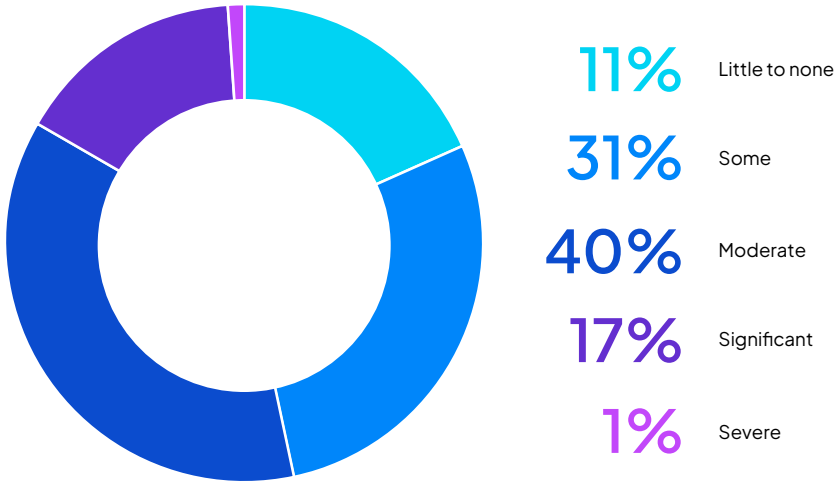
“The use cases remain fragmented and governance is still immature. The real question for boards is whether oversight is evolving fast enough to keep pace.”

— Dottie Schindlinger
Executive director of the Diligent Institute

AI everywhere

At the same time, corporate use of AI is exploding. Six in 10 directors say generative AI is already creating at least moderate measurable change inside their companies today. That enterprise-level movement is showing up even among directors who have not yet brought the tools into their own board work. Among the nearly one in five directors who say they have not used generative AI for board-related work at all in the past six months, 53 percent say gen AI is nevertheless already creating moderate or significant change inside their company.

How much change is generative AI creating for your company?



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66%

of **directors serving on audit committees** say the technology is already producing moderate, significant or severe change

Dottie Schindlinger, executive director of the Diligent Institute and a partner in this research, says she is struck by the gap between boardroom adoption of AI and the impact directors are already seeing inside the business. “The use cases remain fragmented and governance is still immature. The real question for boards is whether oversight is evolving fast enough to keep pace.”

Our survey finds directors are expecting AI’s impact to reach the board agenda over the next 12 months, especially around cyber, data and risk. Cybersecurity and data governance tops the list, at 45 percent, followed by strategy and growth, at 41 percent, and risk and compliance, at 37 percent.

Where do you expect AI to have the greatest effect on boardroom discussions in the next year?



Note: Respondents were allowed to select two options

Source: Director Confidence Index, Corporate Board Member - Diligent Institute

Committee assignment may help shape how directors view the speed and nature of AI’s impact. Directors serving on audit committees, for example, are more likely than other directors to say the technology is already producing measurable change inside the company: 66 percent report moderate, significant or severe change, compared with 48 percent of directors not serving on audit committees.

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Directors understand AI is no passing fad. As one director noted, "I do believe that AI tools built into a board governance platform or reporting portal would improve the board's effectiveness."

The pattern is especially pronounced among directors who serve on a dedicated risk committee. Seventy-nine percent say gen AI is creating moderate to severe measurable change inside their companies, compared with 54 percent of directors not serving on a risk committee. They are also more likely to use gen AI for board work: 68 percent have used it to learn about unfamiliar technical topics, versus 44 percent of non-risk committee directors; 53 percent use it for benchmarking or market trends, versus 39 percent; and 37 percent use it to draft or refine questions for management, versus 20 percent.

Risk committee members are also much more likely to expect AI to reshape risk and compliance discussions in the near term. Sixty-three percent cite risk and compliance as one of the areas where AI will have the greatest effect on boardroom discussions over the next 12 months, compared with 31 percent of directors not serving on a risk committee.

What the data tells boards

The findings raise a broader governance question: Do boards with a dedicated risk committee have an edge in recognizing AI's near-term impact? The data cannot answer that definitively. Committee structure may reflect company size, industry, regulatory exposure or the complexity of the risk profile. But the directional pattern is hard to ignore.

For boards, the message is not simply that directors should use AI tools more often. It is that AI is already affecting the companies they oversee, while board-level practices, policies and comfort levels are still taking shape. The gap is not lost on directors: 27 percent say their company is moving too slowly in adopting AI.

The next phase of AI governance will likely require a more disciplined conversation: Which tools are directors allowed to use? What information is off limits? Where can AI improve board preparation without compromising confidentiality? How should management report AI-related risks, benefits and controls? And which committee—or full board—owns the oversight agenda?

The question is, in such a fast-moving space, is 'responsible adoption' realistic? As another director alluded, "letting AI mature and real products come to market may be the best path rather than diving into what is currently probably still the 'Myspace' days before Facebook."

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Corporate Board Member, a division of Chief Executive Group, has been the market leader in board education for 20 years. The quarterly publication provides public company board members, CEOs, general counsel and corporate secretaries decision-making tools to address the wide range of corporate governance, risk oversight and shareholder engagement issues facing their boards. Corporate Board Member further extends its thought leadership through online resources, webinars, timely research, conferences and peer-driven roundtables. The company maintains the most comprehensive database of directors and officers of publicly traded companies listed with NYSE, NYSE Amex and Nasdaq.

Diligent Institute

Diligent Institute informs, educates, and connects leaders to champion modern governance. We provide original, cutting-edge research on the most pressing issues in corporate governance; certifications and educational programs that equip leaders with the knowledge and credentials needed to guide their organizations through existential challenges; networks that convene directors and corporate executives to share best practices and insights; and awards and recognition programs that celebrate the accomplishments of those who champion modern governance.

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