United Kingdom: Digital Boardroom Governance and AI

In brief

On 6 November 2026, the Chartered Governance Institute ("**CGI**") published a new Guidance Note "Digital Boardroom Governance - Board Meeting Hygiene in the Digital and AI-enabled Boardroom" ("**Note**").

Note provides guidance to boards, company secretaries and general counsel on managing the governance risks of virtual meetings and using AI-enabled meeting tools. In particular, it addresses the governance, confidentiality, information-management and data protection risks that arise from:

- Holding virtual and hybrid board (and committee) meetings;
- Using cloud-based collaboration tools;
- Recording proceedings at meetings;
- Using automated transcription; and
- Using AI-enabled meeting assistants.

The CGI notes that, in many cases, governance practice has not kept pace with developments in technologies. The Note is therefore divided into three parts: Meeting Governance, AI Governance and Information Governance. Each topic sets out common mistakes, good practice and questions for the Chair. A helpful checklist covering the periods before, during and after a meeting is also annexed.

The Note is built on seven core governance concepts:

1. Technology does not remove accountability;
2. Access should be granted on a need-to-know basis;
3. Organisations should understand the records that they create;
4. Transparency is essential;
5. AI-generated outputs require human oversight;
6. Virtual and hybrid meetings are an extension of the boardroom; and
7. Governance is a multi-disciplinary responsibility.

The Note was informed by advice from the Information Commissioner's Office ("**ICO**") and by governance, legal and practitioner stakeholders. It sets out practical recommendations for managing information throughout the life of a meeting, from planning and attendance through to record-keeping, and post-meeting actions.

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Overall message for Boards

The core message of the Note is that technology does not remove governance responsibilities. The standards that apply in a physical boardroom continue to apply in virtual and hybrid settings, whether or not a meeting is recorded, transcribed or summarised by AI.

For boards and company secretaries, the Note is a timely and practical resource. In our view, its most significant contributions are its:

- Treatment of AI-generated outputs and "shadow AI";
- Emphasis on identifying a single authoritative record of each meeting; and
- Warnings about the risk to legal professional privilege from recording and transcribing board discussions.

The Note is not legally binding but boards may choose to use it as a benchmark when they review their use of AI around board meetings. In our view, boards involved in M&A, material litigation, regulatory events, crisis management or any other market-sensitive situations should give particular attention to the Note's recommendations on AI functionality and recording.

Practical Considerations for Boards from the Note

Boards and company secretaries may wish to:

- Review their protocols for virtual meetings, recordings and chats, etc. against the Note;
- Adopt a board-level policy on approved AI tools and uses, including personal AI tools;
- Update their records retention policies, records of processing activities and Data Protection Impact Assessments to cover meeting artefacts; and
- Include digital competence in director induction and training.

The Note asks six important questions that Boards and Company Secretary's can ask when applying the key recommendations from the Note relating to board meetings and board level information:

- Who needs access?
- What records are being created?
- Who is accountable?
- Are participants properly informed?
- What human oversight is required?
- Are boardroom standards being maintained?

In more detail

Key recommendations from the CGI

1. **Attendee management.** External advisers who attend board meetings to contribute in respect of a single agenda item may continue to receive invitations, board papers, transcripts and/or recordings. The Note recommends:

    - Applying a need-to-know approach to attendance and access;
    - Sending separate, time-limited invitations to guests;

- Distinguishing between directors, observers, advisers, presenters and substitutes; and
- Removing access promptly once a person's involvement in the meeting ends.

The Note also explains what to do if an incident occurs during a meeting, for example if an unauthorised participant joins.

2. **Recording governance.** The recording of proceedings at a board meeting should be a deliberate decision with a clear business purpose, not the default.
   - **Data minimisation:** the Note points to the UK General Data Protection Regulation (GDPR) principle of data minimisation. A transcript may be enough (rather than a full video recording) if its only purpose is to help in the preparation of the minutes.
   - **"Second source of truth":** the CGI repeats the concern in its 2017 Guidance on Minute-taking (again, registration is required for access) that a recording creates a second record of the meeting. That record may be inconsistent with the minutes and may be disclosable in litigation.
   - **Deletion:** recordings and transcripts that were created to help in the preparation of minutes should be destroyed once the final minutes have been approved and retention periods of any board level data created should be reviewed.
3. **Chat, side-channel communications and screen sharing.** Chat messages and private messages create records that may be retained, searchable and disclosable and therefore clear expectations on usage should be created and communicated by organisations. They can also leave some directors out of the discussion. Important decisions, approvals and challenges should take place in the formal meeting and should be reflected in the minutes. Participants should share a specific application rather than their whole desktop, and turn off notifications before sharing.
4. **Board papers and remote participation.** The Note recommends:
   - The use of secure board portals;
   - Adopting version control and clear handling classifications, for example the use of labels such as "Board Confidential";
   - Restricting downloads;
   - Intentional circulation of board materials to appropriate addresses and addressees; and
   - Removing access when a director leaves office.
5. **AI usage and supplier due diligence.** Boards should understand which AI tools are used in their meetings, and for what purpose. They should know:
   - What information the tools process, and where;
   - What outputs the tools create and who can gain access to those outputs; and
   - Whether the information may be used to train AI models.

   The Note lists questions to ask suppliers, including about sub-contractors, data export, what happens on insolvency of the supplier, and deletion. It also recommends keeping an inventory of AI tools and carrying out a Data Protection Impact Assessment for the tools and their use.
6. **AI and confidential discussions.** The Note suggests prohibiting, restricting or requiring approval for AI tools for certain categories of discussion, including:
   - Succession planning and senior appointments;
   - Privileged legal advice;
   - Regulatory investigations;
   - Whistleblowing;
   - Cyber incidents; and
   - Commercial negotiations, including mergers, acquisitions and other market-sensitive transactions.

   The Note also notes that AI transcription may make speakers identifiable in meetings held under the Chatham House Rule.
7. **Human accountability.** AI cannot exercise judgement, discharge fiduciary duties or assume accountability. AI-generated outputs should be treated as first drafts that need human review. Approved minutes remain the definitive record of board decisions. The Note notes the intention of the CGI to publish further guidance on AI-assisted minute-taking.

8. **Personal AI tools and "shadow AI".** The Note warns against directors uploading board papers into personal, consumer AI accounts to obtain summaries or analysis. Its recommened rule of thumb is that information that should not be shared with an unauthorised third party is unlikely to be suitable for upload to an unapproved AI tool.

9. **Legal professional privilege.** The Note refers to the August 2026 Solicitors Regulation Authority warning notice on the misuse of AI. As the Note describes it, the notice warns that entering confidential information into AI tools may put confidentiality and privilege at risk.

   The Note also restates certain points made in the CGI's 2017 Guidance on Minute-taking:

   - A board may discuss privileged advice without losing privilege;
   - Minutes of that discussion should be kept in a separate annex marked "Privileged and Confidential"; and
   - The business decision that results from the discussion is not itself privileged.

   The Note recommends:

   - Identifying legally sensitive agenda items in advance;
   - Considering whether to disable recording and AI functions for those items; and
   - Seeking legal advice if the position is unclear.

10. **Meeting artefacts, transparency and retention**. Organisations should define the status and ownership of each "artefact" that a meeting produces, including recordings, transcripts, chat logs and AI summaries. They should also identify the authoritative record, which is usually the approved minutes. The Note points out that a platform notification that a meeting "is being recorded", or a participant clicking "accept", is not always the same as consent for data protection purposes. Organisations must identify an appropriate lawful basis for the processing. Retention periods should be documented and should differ by type of artefact. Indefinite retention "just in case" is discouraged.

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