

KEY TOPICS FOR SPRING ANNUAL MEETINGS

Apr 07, 2026

With the arrival of opening day, the minds of in-house legal counsel inevitably turn towards annual meetings. Reminders for upcoming meetings include:

Meeting Logistics

- Prepare script, agenda and rules of conduct
 - Conform to legal requirements and proxy disclosures, including meeting notice, record date, quorum, adjournment or postponement (where a possibility), presentation of shareholder proposals, and required votes.
 - Request affidavit of mailing; ensure it includes mailing of Notice of Internet Availability of Proxy Materials and required posting of materials online.
- For virtual meetings, pre-test technology for streaming and virtual participation.
 - As previously noted, unless bylaws state otherwise, when adjourning virtual meetings of stockholders, including due to a technical failure, Delaware companies are not required to re-notice the meeting if the time, date and place of the adjourned meeting are (1) announced at the meeting, (2) displayed during the time scheduled for the meeting on the virtual platform used for the meeting or (3) set forth in the original notice of meeting.
 - For additional information, see our [Key Takeaways and Reminders for 2021 Form 10-K and Proxy Season](#).
- For in-person meetings:
 - Confirm availability of meeting room, including layout and equipment.
 - Review security arrangements; consider advisability of enhancements, such as identification checks, bag inspections, machine screening or presence of security personnel.
 - Ensure sufficient availability of ballots, agenda and rules of conduct, among other meeting materials.

- Test technology if any directors, officers or other parties may attend virtually.

Business Updates

If management presentations at the annual meeting could include material nonpublic information:

- Prepare press release announcing the meeting prior to the presentations, including potential topics and webcast details.
- Pre-test webcast equipment at the meeting facility.
- In the case of non-GAAP information, post GAAP numbers and reconciliations on the company website and reference the website address during the presentation.
- In the case of financial results for a completed fiscal period, furnish the information on 8-K under Item 2.02.

Attendance, Voting and Inspection

- Address state law and bylaw requirements for the availability of the shareholder list.
- Prepare instructions for reception staff on attendance (e.g., limit to record holders or management guests).
 - For beneficial owners, determine what form of verification will be required.
- Confirm operability of virtual meeting platform.
- Confirm availability of inspector(s) of election.
- Review timing for opening and closing of polls.
- Review final vote reconciliation before certifying results.
- Review and finalize 8-K reporting voting results and, if applicable, the board determined frequency of future say-on-pay votes and, where relevant, any press release and/or website posting.

Auditor

- Confirm availability of a representative of the auditor to make a statement at the meeting if desired and respond to appropriate questions.

Shareholder Q&A

- Review and adopt rules of conduct before the meeting, including time limits and relevance.

- Prepare list of and potential responses to questions, particularly those relating to recent developments or disclosures.
- Prepare speakers on appropriate use of responses such as “no comment” or “we’re still gathering information.”

NYSE Annual Affirmation

- [Annual Written Affirmation](#) of corporate governance matters within 30 days.
- [Interim Written Affirmation](#) of certain events, such as changes in directors or committee assignments, within five business days.
- Domestic companies are not required to submit an interim affirmation for changes that occur within 30 days after the annual meeting if they are included in the annual affirmation.

Shareholder Engagement

- Consider voting results when establishing plans for engagement with key shareholders to discuss their concerns.
- Consider potential enhancements to corporate governance disclosures for next year’s proxy statement.

Equity Plans

Companies that submit new equity plans for shareholder approval should:

- Before making awards, file an S-8 covering securities under the plan and distribute the required offering document and related Securities Act Rule 428 materials to participants, either electronically or physically, as appropriate. For example, see [footnote 106 to SEC Electronic Media Release](#).
- For NYSE companies: file a Supplemental Listing Application for any additional shares.

RELATED CAPABILITIES

- Securities & Corporate Governance

MEET THE TEAM



R. Randall Wang

Senior Counsel, St. Louis

randy.wang@bclplaw.com

[+1 314 259 2149](tel:+13142592149)



Andrew S. Rodman

Counsel, New York

andrew.rodman@bclplaw.com

[+1 212 541 1197](tel:+12125411197)

This material is not comprehensive, is for informational purposes only, and is not legal advice. Your use or receipt of this material does not create an attorney-client relationship between us. If you require legal advice, you should consult an attorney regarding your particular circumstances. The choice of a lawyer is an important decision and should not be based solely upon advertisements. This material may be “Attorney Advertising” under the ethics and professional rules of certain jurisdictions. For advertising purposes, St. Louis, Missouri, is designated BCLP’s principal office and Kathrine Dixon (kathrine.dixon@bclplaw.com) as the responsible attorney.