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EY Center for Board Matters

Seven questions boards should ask after the 2026 proxy season

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The proxy landscape is becoming more complex and less predictable.

Headline voting results from the 2026 proxy season reflect relative calm: continued high support for directors, hardly any failed say-on-pay votes and a sharp decline in shareholder proposals reaching the ballot. Yet those results mask a more complex reality.

Companies and investors alike navigated an increasingly uncertain and fragmented proxy landscape shaped by ongoing regulatory, legal and technological change. Taken together, these developments mean it could be more difficult for companies and boards to assess the views and priorities of their top investors, leaving them less prepared to deal with surprise vote outcomes and activist challenges.

This report highlights seven questions board members should consider as they assess this year's proxy season and prepare for what comes next.[1] All data is sourced from ESGAUGE.

1. Do we have the right structure to oversee technology?

Technology committees are on the rise. Now 17% of S&P 500 boards have one, up from 15% in 2022 and 10% in 2018. That doesn't mean standing up a technology committee is the right choice for every board. In fact, most companies have expanded the purview of existing committees – usually the audit committee – to oversee technology matters like AI and cybersecurity.

While nominating and governance committees weigh various factors in selecting the committee structure and responsibilities that work best for their board, one reality cuts across all models: with AI transforming business, effectively overseeing technology's impact on strategy and risk and communicating that oversight approach to stakeholders is a growing imperative.

2. How are we building and communicating our board's AI acumen?

One theme from our conversations with investors is that they want a clearer view into how boards are executing oversight of AI and technology more broadly. That includes how boards are gaining the skills and experiences needed to oversee AI strategy and risks. More companies are responding by highlighting the relevant experience of board members. This season, 37% of S&P 500 companies cited AI experience for at least one director, up from 11% in 2022. Overall, the percentage of S&P 500 directors with AI experience cited in the proxy has increased from 1% in 2022 to 5% in 2026.

But effective oversight depends on more than tech credentials, especially with how fast technology is changing. Board members should also consider how disclosures reflect the ongoing education, training and independent external perspectives they're securing to build the full board's AI acumen and keep pace with new developments.

3. How is our company's approach to shareholder proposals changing?

The shareholder proposal landscape shifted significantly on the heels of the SEC stepping back from responding to no-action requests in November 2025. Companies receiving proposals this year navigated greater uncertainty and faced complex decisions on how to respond, including weighing the reputational and litigation risks of excluding proposals without clear SEC backing. Ultimately, around 300 proposals went to a vote

[1] All data is based on meeting data through July 29, 2026. Insights are also based on conversations that the EY Center for Board Matters held with 19 stewardship leaders from institutional investors representing $45 trillion in assets under management from October–December 2025.

at S&P 500 companies, down 18% year-over-year and 43% below the level seen in 2024, continuing trends toward fewer proposals with lower support in the current business and policy environment.

As the policy environment around shareholder proposals continues to shift, boards should focus on where investor support remains significant. Governance proposals continued to attract strong backing, averaging 33% support, with some winning majority support, including proposals on eliminating supermajority voting requirements, allowing shareholders to call a special meeting or act by written consent, and declassifying the board. Notably, while environmental and social proposals averaged just 15% support, the share of those proposals receiving more than 30% increased year over year, including a proposal on greenhouse gas emissions disclosure that approached majority support (47%).

But vote percentages tell only part of the story. Most investors (89%) told us that their stewardship on environmental and social issues will remain steady in 2026. And when we asked them to identify their top three priorities for companies, the second most-cited topic (53%) was the management of material non-financial risks, such as input scarcities and extreme weather. Boards and management teams should remain prepared to demonstrate how they oversee and manage material risks, including those with environmental and social dimensions.

4. Do we know which directors on our board are most vulnerable, and why?

Director support remained high, averaging 96%, and only a handful of directors failed to secure majority support. Some director roles, however, continued to draw greater scrutiny than others. Nominating and governance committee chairs averaged 92% support, compared with 97% for audit, risk and technology committee chairs. Longer-tenured directors also tended to face slightly higher opposition, with directors serving longer than 10 years averaging 95% support.

Director votes reflect a range of considerations, from how the company is performing and allocating capital to fundamental governance practices and board composition.

Boards should ask how management is monitoring changes in investor director voting policies and practices. If support levels for any of the company's directors is falling, board members should probe how management is uncovering the drivers of those voting decisions, which can be tricky in today's more restricted engagement landscape.

5. Does our company's investor engagement strategy reflect today's realities?

The investor engagement landscape has become more nuanced and fragmented. Following 2025 SEC staff guidance on Regulation 13D-G (under which investor engagement may trigger additional reporting requirements), some investors have adopted a more cautious approach, limiting proactive outreach and leaving companies to set the agenda.

At the same time, some large asset managers have moved away from centralized stewardship teams toward more segmented approaches and are expanding their voting choice programs, resulting in a more fragmented and less predictable voting ecosystem.

Against that backdrop, boards should encourage management to be proactive in leading engagement with an expanding array of stakeholders. That includes management having the fortitude to bring up challenging topics and to ask investors questions that capture meaningful feedback. As investor signals become more nuanced in advance of voting outcomes, the quality of the questions becomes more important.

6. What are voting results not telling us about investor views on executive pay?

Say-on-pay support is at a five-year high, with S&P 500 companies averaging 90% support for those votes. Just five proposals failed to garner majority support, and the percentage of companies receiving less than 90% support dropped to 26%, down from 32% last year. But as with shareholder proposals, voting outcomes alone may not tell the full story. A negative vote does not reveal what drove that voting decision, just as a positive vote doesn't expose emerging concerns that could impact a future vote.

Compensation committees should encourage management to proactively raise executive pay as an agenda item for engagement discussions and make the committee chair available for investor meetings where appropriate. As one investor told us, not doing so and relying on the investor to raise concerns could result in the company facing an unwelcome surprise on its next say-on-pay vote.

7. Are our disclosures fit for AI-enabled stewardship?

Investors are increasingly using AI tools to review disclosures, compare companies and inform voting decisions (though not to make voting decisions, yet). That means companies must adapt their disclosures with both human and machine readers in mind and prepare for a new depth of questions from investors in engagement.

Important information should not be buried in formats that AI tools struggle (for now) to interpret, and companies should recognize that investors can now analyze filings with a level of rigor at a scale that was previously impossible. As one investor told us: "there is no hiding in the footnotes anymore."

AI is also enabling investors to scrape and assess vast amounts of unstructured data, from skills in job postings to employee reviews, and compare that external picture against company disclosures. As a result, it is more important than ever that companies understand the narrative AI may construct and make sure it aligns with the narrative they intend to tell.

Going forward

While the 2026 proxy season vote outcomes may appear uneventful on the surface, many of the forces reshaping the governance landscape – regulatory change, AI, and a more fragmented stewardship ecosystem – continue to gather momentum. Boards that look beyond the topline results of this year's votes will be better positioned for what comes next.

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