

In The News

# Eric D. Coleman, Donnie M. King, and Reginald Janvier Outline What Boards Owe Under Delaware’s *Caremark* Duty of Oversight as AI Reshapes Corporate Operations in the Final Installment of Their Five-Part *Law360* Series on AI-Driven Securities and Governance Risk

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Akerman Litigation Practice Group Partners [Eric D. Coleman](#) and [Donnie M. King](#) and Associate [Reginald Janvier](#) authored “Board Oversight of AI Under *Caremark*: The Next Frontier of Fiduciary Risk” for *Law360*, the fifth and final installment in a five-part series on AI-driven securities and governance risk.

[Part One](#) identified an emerging litigation risk: that the plaintiffs’ bar may seek to frame material corporate decisions, such as AI-driven workforce reductions and restructurings, as securities fraud.

[Part Two](#) showed companies the importance of properly aligning board records with AI disclosures.

[Part Three](#) demonstrated how disciplined disclosure drafting provides the next line of defense.

[Part Four](#) explained how defense counsel can defeat operational AI-washing claims before discovery begins.

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Part Five completes the series by addressing a foundational question: what duties do boards owe in the first instance, before disclosures are made or a Section 220 demand letter ever arrives, under Delaware's *Caremark* duty of good-faith oversight. It traces the doctrine's evolution through *Marchand v. Barnhill* and *In re Boeing Co. Derivative Litigation* to show that, when a risk is mission critical, boards cannot remain passive..

Eric, Donnie, and Reginald outline a practical governance framework: helping management to map AI deployment across the enterprise and equipping directors to build the fluency needed to ask probing questions that produce protective board minutes. Critically, they demonstrate that the same governance architecture that satisfies *Caremark* also operationalizes the most powerful pre-litigation defenses addressed throughout the series — creating a unified shield that positions companies to prevail at every stage.

[Click here to view Part 5.](#)

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