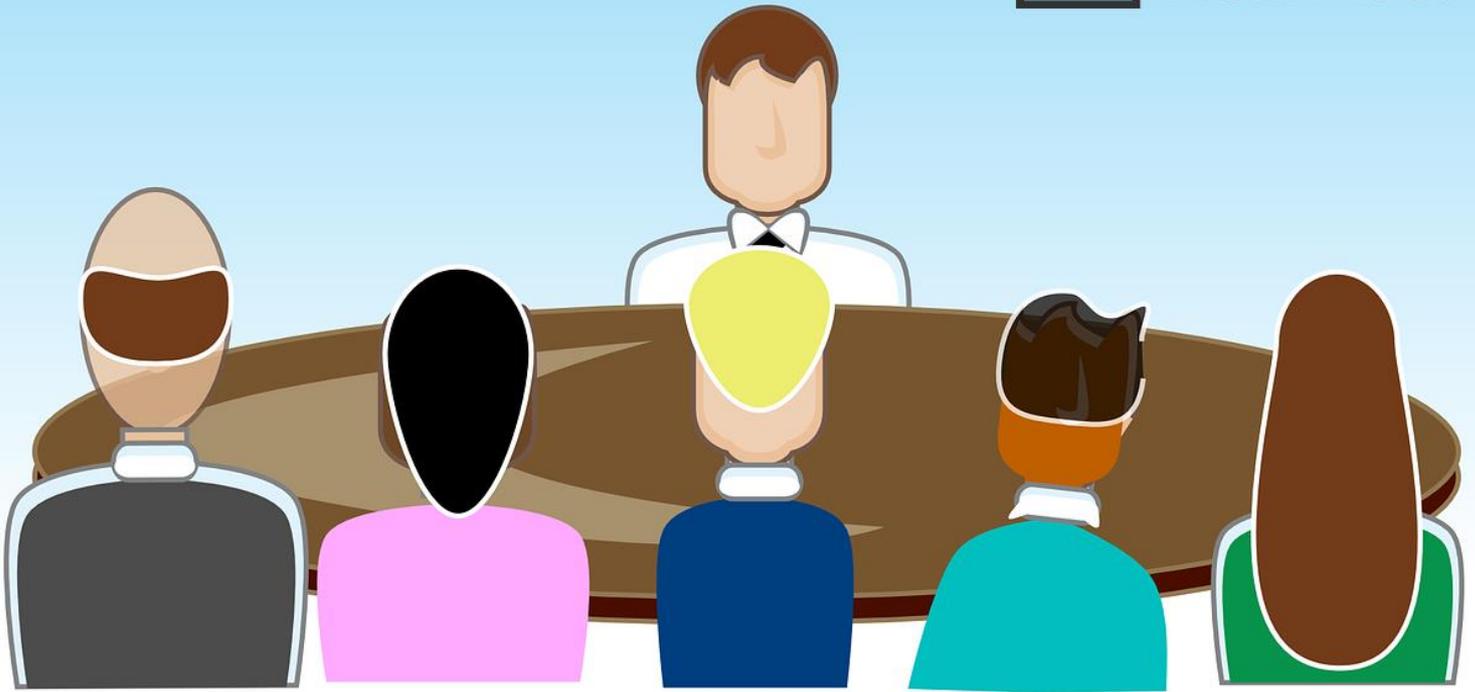




QUESTIONS TO ASK AT NON-EXECUTIVE DIRECTOR INTERVIEWS

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The role of the board of directors continues to change and evolve, largely driven by the last financial crisis in 2008. All areas of business are impacted by elements of regulation and advancements in technology, impacting the composition of boards. It isn't just CEOs who are driving changes, it is the wider business landscape (not to mention politicians!) who are championing diversity of skills and experience and as such, this is now high on the agenda investors, regulators, and boards!

But what about from the perspective of the non-executive director? It is arguable that strategy *has to be* the main focus for reviewing and changing board composition; aligning boardroom talent with company strategy for the short, medium and indeed, long-term. Talent must always be at the forefront of the conversation led by the non-executive and that talent discussion will form the basis of the discussion on strategy.

INTERVIEW QUESTIONS TO ASK

1 What is the company's strategy?

The question should draw out a series of responses from the interviewing party and include clarity around the purpose and direction of the business

2. For the strategy to be successful, where do you need to address skills gaps?

In almost all businesses there will be a disconnect between skills and long-term

strategy. This may well be a gap in a sales function or bringing services in house that are currently hosted externally (web development and tech usually figure in these!)

3. Diversity is on the agenda.

Is the business on top of its aim to bring the right mix of backgrounds, skills and experiences to effectively probe strategic assumptions? Think beyond gender, sexuality and race – although these are important, they are only one part of the diversity discussion.

4. Do the company pay attention to the recruitment of top-level directors with relevant backgrounds across society, academia and those who come from the entrepreneurial pool as well as unique settings such as family businesses?

Virtualnonexecs.com is one such method that may be used to facilitate wider pools of talent.

5. Who actually challenges the status quo and *conventional* business practices?

This will apply to larger businesses especially, who often recruit like-for-like. Businesses are facing so many technological and social challenges yet they often fail to recruit board members with, perhaps, more niche or smaller company experiences. For example, younger, more tech savvy directors with deep tech' appreciation are often absent from the main board. How do these niche areas impact the business and of furthermore, how will a board address these potential risks?

6. What is the process to evaluate how you can improve as a board rather than just focusing on what the board does?

7. We are nothing without a robust succession plan. How is the board managing succession planning?

This is probably one of the most critical factors facing boards yet it is one that sends many businesses into a spin when it becomes an issue. Succession planning is critical in achieving the 'right board composition' so how are the current board members handling the formal succession planning?

8. How does the board handle underperformance?

Whilst there is no perfectly defined answer to this question, every board should have a process by which a director can voluntarily step off or for the board to professionally and respectfully agree that "It's just time for a change because it's good for the company."

9. Is there are process by which the board identify and manage risk?

Good boards will have matrices identifying knowledge, skills and expertise gaps; they will also use this to inform the process of recruiting new board directors.

10. How does the chair create an environment for board effectiveness?

Think about leadership and how the chair fosters an environment where constructive dialogue is promoted - effective boards depends on the board chair taking charge and leading the organisation's board meetings in a positive yet challenging setting.

The chair should demonstrate the highest standards of integrity and make clear the expectations concerning the company's values and behaviours as well, of course, as its long-term objectives for success.

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