

Making Your Way Into the Boardroom



George Vlachos – Director of Board Advisory Services



A practical guide to developing a career plan and executive profile for board directorship

Paving the road to directorship with Stanton Chase

At Stanton Chase, we are your partner in leadership. We have extensive experience in board nomination projects and have interviewed numerous successful board nominees and director candidates.

This e-book offers unique insights and practical advice on the following topics:

- The keys to a successful board nomination and how executives can position themselves more effectively to serve on a company's board of directors.
- The mindset, expertise, skills, and competencies that board candidates should possess.
- Ways to enhance these qualities to improve your chances of becoming a director.



“A successful path to any boardroom is paved with careful preparation and positioning.”

George Vlachos

International Director of Board Advisory Services



How do you begin making your way into the boardroom?

Understanding the workings of a board is a vital step in preparing yourself for board service.

If you're looking to become a director, there's one crucial aspect you need to focus on: preparation. It's not just about positioning yourself for the role, but also having a clear understanding of what board service entails. You'll need to possess corporate governance leadership skills and the appropriate mindset to make an impactful contribution as a board member.

By taking the time to understand the due diligence of board service and honing your skills, you'll be able to boost your confidence and show that you're fit for appointment. This will put you in a position to perform at the highest level and excel as a board director.

Understanding boards & directorship today

The key to a successful board nomination and effective directorship lies in understanding how boards are evolving and what it takes to be a director of the future.



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Boards are evolving

The business landscape has been rocked by the challenges of rapid technological advancements, economic instability, climate change, and social unrest, all while society's expectations for corporations have skyrocketed.

To thrive in this environment, businesses need to build resilience and demonstrate a strong commitment to long-term sustainable growth and value creation.

This means they need a **board of the future**.

To ensure wider value return, companies require a board that can handle a broad range of responsibilities. This entails a comprehensive understanding of the company's risks, opportunities, and long-term strategy.

It also entails the ability to cultivate the organization's culture, values, and strategic vision, with an emphasis on corporate governance leadership.

Directors need to adapt to a new ecosystem

Boards are seeking "next-generation" directors who can meet the increasing demands of corporate governance and board excellence in order to keep up with the changing times.

Corporate governance codes and standards have been upgraded globally to ensure greater effectiveness, thereby raising the bar on the nomination process.

In order to renew members, boards now have processes that are based on board composition, memberships, and fit and proper assessments. To achieve greater alignment, boards are placing a wider focus on the profiles and skillsets of both current board members and director nominees.

As a result, the number of "**next-gen directors**" on boards is increasing. Experts in corporate governance, risk, strategy, scenario planning, human capital strategy, digital transformation, cybersecurity, artificial intelligence, ESG, DEI, culture, and stakeholder engagement are among them.

As society increasingly recognizes the value of diversity and gender equity, doors are opening wider than ever before for professionals from a range of cultures, backgrounds, and previously underrepresented groups too.

Acquiring the right director mindset

To blaze the trail towards a successful nomination and impactful directorship, you must first cultivate the mindset of a “next-gen” director.



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Begin developing the appropriate director mindset by working on the building blocks within the mindset framework below



Understand

Equip yourself with knowledge on the latest global standards in board excellence, director effectiveness, and corporate governance leadership. Understand how your professional experience can apply to board roles, and how your leadership and interpersonal skills can contribute to boardroom dynamics.



Develop

Make continuing education and training a personal practice to keep yourself current and relevant, and more importantly, lead by example and instill a culture of learning within your board.



Pursue BoD experience

Pursue opportunities within senior executive management teams to participate in executive committees tasked with helping the board design and implement business and human capital strategy, manage risk, engage in ESG strategy, and facilitate financial and non-financial reporting and other relevant duties.



Gain expertise

Hone your skills through professional development and gain more exposure to them at a corporate or group level. This will help you match the responsibilities of board duties and committee roles.



Become certified

Become certified by a leading institute in corporate governance education to reinforce your knowledge of the latest corporate governance standards and principles. Acquaint yourself with the corporate governance issues shaping the boardroom today.

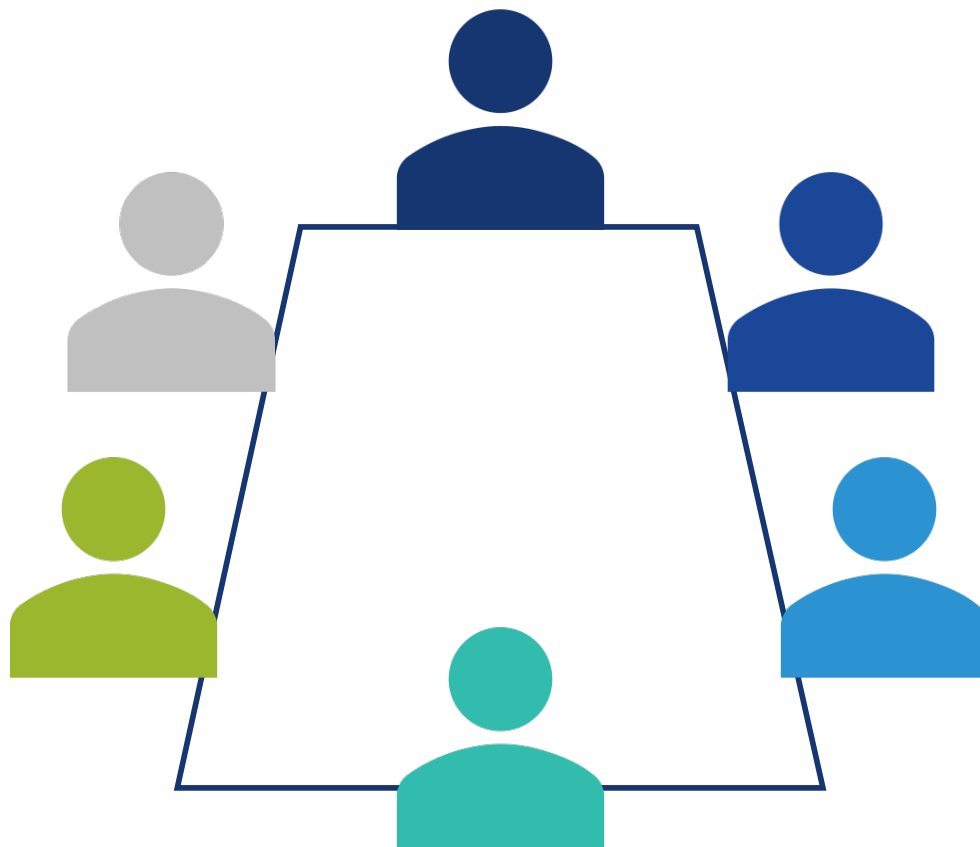


Seek a mentor

Seek a mentor with board experience who can challenge and broaden your perspective, offer valuable board insights, and provide practical guidance on mapping your career path to position yourself to meet the unique skill requirements that will complement common target profiles for collective board suitability or diversity. They can also connect you with people and networks.

Know the due diligence of a director

Gain confidence to serve on a board by becoming familiar with board roles, committees, and governance structures.



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Board roles



Chair

The chair presides over board meetings, ensures that business is conducted in an orderly fashion, oversees discussions, and attempts to lead the board to consensus. The chair works closely with the CEO.



Senior Independent Director

The SID supports the chair, leads their evaluation, coordinates with independent directors, and liaises with all parties. A SID is vital when the board chair is not independent.



Committee Chair

The Committee Chair is responsible for making sure that each meeting is planned effectively, conducted according to its ToR, and that matters are dealt with in an orderly, efficient manner.



Board Secretary

Handles the tasks involved in ensuring board meetings and the board itself remains effective and efficient. This includes providing meeting notices and preparing and facilitating board procedures.



Executive Director

Participates in all board matters. The CEO is almost always an executive member of the board offering first-hand knowledge of the organization and objective advice for better decision-making in the strategic interests of the company. Depending on the size of the board, there may also be one or more senior executives that support the Chief Executive and the board in designing and implementing CG systems and corporate strategies.



Non-Executive Director

Non-Executive Directors bring unique additional skills to the board to support its governance duties as well as its strategy. They offer independent and objective advice to the board to make better decisions in the interests of shareholders and stakeholders.

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Board Committees

Although every Board has its own structure depending on its governance obligations and business needs, there are certain universal, common board committees.

Members of Board committees are tasked with each obligation set out in their Terms of Reference (ToR).

While there are indeed various Terms of Reference, in today's boardroom, committees are most effective when they fulfill these fundamental committee duties.

Audit Committee	Provides oversight of the financial and non-financial reporting process, the internal and external audit process, the company's system of internal controls, accounting, and compliance with laws and regulations.
Risk Committee	Oversees the risk management policies, practices, and framework. Provides insight and advice to the board on the current risk exposures and future risk strategy of the company.
Nomination Committee	Monitors and reviews the structure, size, and composition of the board. Oversees the orderly rotation of directors and leads the process for all board appointments. Identifies new skills and experience requirements based on strategy and the best candidates for director positions. Leads and reviews all board and directors' effectiveness assessments and succession planning exercises. Amends the nomination and succession policies of an organization related to these processes.
Remuneration Committee	Advises the board on the remuneration policies for the executive and non-executive board members, the board secretary, and the executive management team. Reviews and implements an appropriate compensation and reward policy that attracts and motivates executives and personnel in alignment with the long-term interests of shareholders and stakeholders.

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Strategy Committee

Reviews and approves the strategic plans. Makes recommendations and provides guidance to the board regarding both division-level strategies and the overarching strategy of the company.

Sustainability Committee

Advises the board in ensuring there is continuous monitoring and tracking of important developments related to Sustainability and ESG that can also influence the formation of the company's long-term strategy. Proposes a stakeholders' engagement strategy to the board.

Other Committees

In large and highly regulated companies you may find more committees, such as: Corporate Governance, Ethics and Culture, Digital or Technology, Innovation, Stakeholders Engagement, Transformation, Public Responsibilities, HR or Management Development, ESG, and sometimes a combination of some of the above. Their chartered roles are often associated with exploring innovative ideas, developing relevant practices, and advising the board and the other committees on specialized matters for a particular time or period.



Know the governance structure of your prospective board

It is important that you learn about the governance structure and fiduciary duties of the board you wish to join



Start by learning about the corporate governance systems and obligations of the company by reading its articles of association, public disclosures, annual reports, nomination policy, and stakeholder engagement reports. This will give you a better understanding of the company's CG system, its stakeholder commitments, its ESG strategy, as well as its financial position and long-term strategy.



Learn about its board committees and their respective Terms of Reference or Charters. Make a note of how your unique functional expertise can be transferred to specific committees. These are known as your **'transferrable skills'**.



Make a point of familiarizing yourself with the company's purpose and know its mission statement.



Try to get informed of the time commitment involved and the frequency of board or board committee meetings.

Know the “pathways” to board directorship

There are distinct “pathways” that can lead executives towards directorship



These career development plans and professional behaviors will enhance your board qualifications and accelerate your board readiness

Develop corporate governance leadership skills at a senior executive level

- Develop your collaborative and team building skills.
- Work on building a non-executive director mindset.
- Understand corporate purpose and ESG responsibilities.
- Demonstrate a capacity for promoting corporate culture and values.
- Learn to manage and promote shareholder and stakeholder interests through

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performance evaluations, talent development, succession planning, and sustainable business development.

- Develop long-term strategic thinking as opposed to the short-term business strategy.
- Learn how organizations approach audit and assurance strategy.
- Develop your capacity for forward-thinking and innovation.

Become an executive committee member to interact with the board

- Contribute your expertise to helping the board with its duties of assurance and oversight, strategic planning, risk management, and financial and non-financial reporting.
- Contribute to the preparation of information for board meetings, reporting obligations, and disclosures.
- Support the cascading of key corporate governance board initiatives down to the ExCom and senior management and your involvement in projects such as ExCom effectiveness evaluations, succession planning, and engagement surveys. Develop functional expertise that can be transferred to board committees
- Participate in the design and implementation of corporate initiatives such as transformation, change and innovation, digitization, and ESG strategy at a company or group level.
- Develop expertise in critical management areas related to board duties such as long-term strategy, scenario planning, HR strategy, risk evaluation, governance compliance and, reporting.
- Seek specialized functional experience relating to board matters such as ESG, strategy, finance, audit, risk, or cyber security.
- Reinforce your functional expertise by pursuing specialised director certification and membership to global communities relevant to board committee members such as those for technology, sustainability, remuneration, audit, or risk experts.

Get involved in non-profit non-governmental organizations (NGOs)

- Pursue a directorship with a nonprofit such as an educational, healthcare, or social services organization.
- Expertise in value return and stakeholder management is a unique angle.
- Serving on a nonprofit board can provide access to a network of co-directors willing to recommend you to other boards.

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Participate in advisory boards

- Advisory boards typically provide non-binding strategic advice to the management of a corporation, organization, or foundation.
- Advisory boards are a great opportunity to develop your skills for long-term strategic planning and business development.
- Serving on these boards means you gain experience in high-level business oversight for growth without the legal responsibilities and regulatory compliance duties. Target boards of small and medium-sized enterprises (SMEs)
- Boards of small, medium enterprises or private companies are more willing to recruit knowledgeable executives who are new to board service but who can fulfill basic duties of business management and compliance.
- They are a great reference for practical board experience.

Position yourself as a corporate governance leader with formal qualifications as a certified director

- Seek director training from an institute to become a certified director with formal qualifications.
- Seek membership to international corporate governance Institutes to join their network of directors, receive newsletters, and attend their global webinars to keep yourself updated.
- Further your director development training with specialized education in ESG, cybersecurity, and audit & assurance etc., for directors.

Position yourself for demographic or skill diversity

- There is a growing trend for companies to place diverse executives within their organizations onto their subsidiary boards to fulfill diversity requirements. If this is relevant to your organization's size, make your interest known and position yourself accordingly.
- Many companies are looking to place risk or sustainability officers, DE&I leaders, innovation, transformation, learning officers, and other unique leaders on their boards for greater effectiveness.

Assessing your board readiness

Do you have the necessary BoD knowledge and skills to serve on a board?



This board readiness checklist is designed to acquaint aspiring or current directors with the basics of director leadership in today's market.

Go through this checklist to self-assess your readiness to serve on a board.

I can demonstrate an understanding of ...

The Role of a Director

- ✓ The chair presides over board meetings, ensures that business is conducted in an orderly fashion, oversees discussions, and attempts to lead the board to consensus. The chair works closely with the CEO.

Corporate Governance Frameworks

- ✓ The laws, regulations, and corporate governance codes that apply to the industry within which my organization operates.
- ✓ The operational structure, processes, and practices of a board with an effective corporate governance system.

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Board Architecture

- ✓ The Terms of Reference (ToR) of the various Board Committees
 - Corporate Governance Committee
 - Audit Committee
 - Nomination Committee
 - Remuneration Committee
 - Strategy Committee
 - Risk Committee
 - ESG & Sustainability Committee

Stakeholder Engagement

- ✓ Shareholders' agreement frameworks and annual general meeting disclosures.
- ✓ ESG corporate responsibility reporting. Sustainable Leadership
- ✓ Developing corporate culture and values.
- ✓ Setting and overseeing corporate performance standards and goals.
- ✓ Evaluating a company's long-term strategy and overseeing implementation with appropriate business models.

Strategy

- ✓ Designing mid and long-term corporate strategy.
- ✓ Risk strategy and scenario planning.
- ✓ ESG strategy and integration into the business model.

Risk

- ✓ Company Risk Evaluation and Risk Appetite (RAF - RAS).
- ✓ Risk and compliance systems.

Finance and Non-Finance

- ✓ Overseeing audits, risks, controls, and financial reporting.
- ✓ Non-financial and ESG reporting disclosures.
- ✓ Corporate annual reporting for annual general meetings and proxy statements.

Mindset and Behavior

- ✓ Displaying independence and managing conflict of interests.
- ✓ Aligning the board and executive management.
- ✓ Wider value approach.

Preparing a director CV

A critical step in the competitive path to directorship is preparing your director CV

Name
LinkedIn/Email link/Mobile phone

Profile: You should start with a summary, a forceful statement of your value and expertise. It must be a brief, comprehensive paragraph summing up professional skills with an emphasis on your current executive and non-executive BoD level of experience, the industries you have experience in, and the advancement of your career. It is advisable to make it relevant to each board vacancy every time you submit your CV.

Personal Information & Academics	
Nationality	xxx
19xx-	Master's degree in ... Academic Institute
19xx-	Major in ... Academic Institute
xxx	Other important academic titles or qualifications

Personal Information & Academics: Separate your Non-Executive Board experience from your executive experience in two sections for better understanding. Start with your Board experience. Mention your board & committee memberships in descending order, starting with your most recent role. In a separate section elicit your executive experience; list your experience in chronological order starting from the present and going back to the past. It is your seniority that will add more value to your profile so remember to elevate your leadership roles.

Begin with the name of the company and your job title. Also add a brief description of the company. It is important to realize that your audience does not necessarily know every company you have worked with. Offer some basic information, e.g. business and sector, listed or not, location, mother company or a subsidiary, turnover and headcount.

BoD & Committee Experience	
0x/20x3-0x/20xx	Name of Company, Institute or other (Brief Description of business size) <ul style="list-style-type: none">Elicit member title and of which specific BoardElicit membership in board committeesOutline key roles, core duties, high level oversightMention milestones and important CG initiatives
0x/200x-0x/200x	Name of Company, Institute or other (Brief Description of business size) <ul style="list-style-type: none">Elicit member title and of which specific BoardElicit membership in board committeesOutline key roles, core duties, high level oversightMention milestones and important CG initiatives
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BoD & Committee Experience: In the first section of your CV outline your Non-Executive Director experience, a brief description of the company then your role on the Board, non-executive or independent non-executive as well as board committee participations.

In the case that you have no Board experience, mention your exposure and executive experience in the expertise areas relevant to however many of the Board Committees you can transfer your knowledge

1

[Download template](#)

Bear in mind that a director's CV should differ from your executive CV. Though there might not be a golden rule book for preparing the ideal CV, there are ways to get the attention of CV researchers and nomination committees.

Follow our basic guidelines to convey your skills, competencies, and experience **concisely yet comprehensibly** and articulate your added value to the reader.

Remember to upgrade your LinkedIn profile with relevant corporate governance and board experience to ensure it is board ready.

Owning the board nomination process

Preparedness for what to expect in a board nomination assessment

BoD – Collective Fit Model

Understanding the assessment criteria of search firms and nomination committees will strengthen your strategy for fit and proper candidacy and enhance your prospects for suitability.

Here is a glimpse of the most common assessment criteria.

Of course, each nomination committee will incorporate a few of its own unique criteria in its nomination policy according to the company's long-term strategy.

1. Eligibility Criteria

- Executive and director experience
- Industry-specific expertise
- International exposure
- Financial and non-financial skills
- Knowledge of corporate governance and sustainability matters
- Independence/ability to handle conflicts of interest
- Ethics/reputation
- Education
- Languages
- Time commitment

2. Leadership & Interpersonal Skills

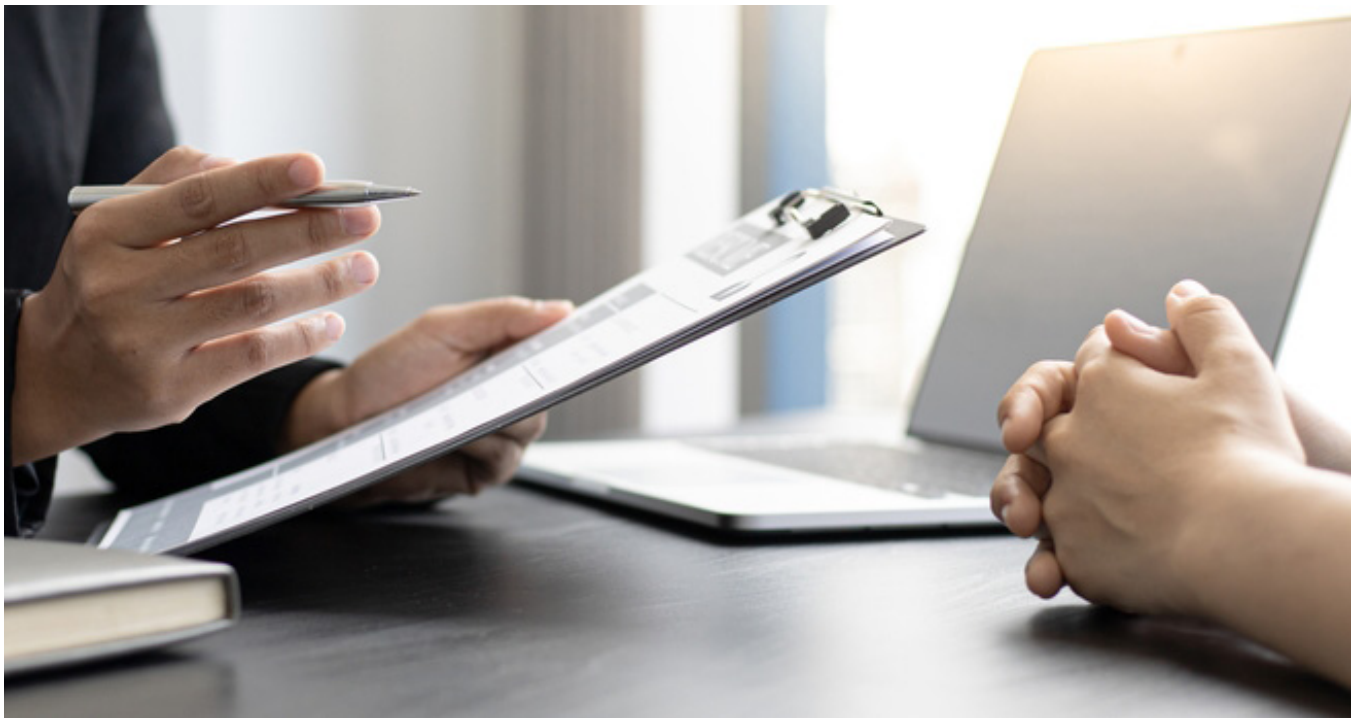
- Integrity and independent thinking
- Strategic acumen
- Consensus builder
- Strong communicator
- Relational/collaborative
- Promotor/influencer
- Judgement/decisiveness
- Persuasive/negotiator
- Responsibility
- Engagement

3. Professional Skills & Experience

- Senior leadership
- Public company experience
- Global markets
- Strategy/strategic Planning
- Business modeling
- State and public Policy
- Risk/assurance
- Audit/compliance
- Shareholder and stakeholder engagement
- Sustainability/ESG
- Business development/M&As
- Corporate governance/regulations
- Accounting/finance & non-finance
- Operating and supply chain strategy
- HR and organization development strategy
- Client value proposition
- Transformation/change
- IT/Technology
- Cyber and data security
- Resilience and crisis management

Preparing for the interview

The board interview will differ from the executive interviews you have had



Preparation and positioning for a successful board interview outcome

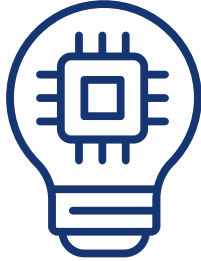
Be prepared for a high-level conversation with the chair, the nomination committee and committee chair, and possibly the CEO about the company in question and its long-term strategy and vision, as well as the key concerns of its board.

Familiarize yourself with the latest global corporate governance practices as a benchmark for board excellence.

Contemplate your unique angle for contribution to the board's oversight, performance, and effectiveness.

Preparation and research will allow you to ask insightful questions and encourage an environment of open discussion.

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Prepare

Review all available information, the current board structure/ AoA, BoD tenures/committees, CG disclosures, performance, and strategy

Diagnose

Evaluate the pros & cons, check for conflict of interest, eligibility, and suitability



Ask

Ask for insights on culture, L&S term strategy, shareholder agreement, board effectiveness, and the required time commitment

Positioning

Provide a unique profile, fit and proper positioning, and culture fit



Engage

Fitness and propriety clearing, collective suitability fit, and nomination, onboarding

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Once you make it on the nominee shortlist, convincing the board of your suitability on the day of the interview is key

Making it on the nominee shortlist means you will soon be contacted by the nomination committee and scheduled for an interview.

From our extensive experience in board nominations globally as a leading board advisory and executive search firm, though a successful BoD nomination begins with the right “preparation and positioning” to meet fit and proper criteria, the key to being nominated ultimately lies in convincing the board on the day of the interview of your **suitability** by demonstrating that you:



Possess the appropriate **independence of mind**



Fit the culture of the organization and the board



Are committed to the corporate **purpose, vision, and mission**



Can **contribute** individually to **collective suitability** for greater effectiveness



Have the right **ethical mindset** and **technical experience** for assurance and performance oversight



Exhibit a **capacity for long-termism** of strategy for sustainable growth



Are capable of **aligning all key stakeholders** towards inclusive, purposeful wider value

Land a board position

We have faith in your ability to realize your directorship dreams.



We hope this e-book “Making Your Way into the Boardroom” serves as a useful tool to help you map your personal and professional development path towards the boardroom.

Getting a seat on a board is fantastic for career advancement. It will allow you to exercise high-level leadership in managing a company, overseeing its performance, and regulatory compliance while ensuring its sustainable business development.

Board service is also personally rewarding. It will give you the opportunity to support the interests of the company’s stakeholders and develop and promote the corporate purpose for the benefit of society through wider value creation and return.

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About Stanton Chase

Stanton Chase is ranked within the top 10 global executive and director search firms with 76 offices in 45 countries.

The **Stanton Chase Board Advisory** offers services at Board and C-suite level with worldwide reach, regional knowledge, local insights and strong Industry expertise.

Our Corporate Governance Leadership Center stays abreast of the latest developments in **Sustainable Corporate Governance** in accordance with “global benchmarking” to provide Boards with the most updated, world-class services.

For more information, visit www.stantonchase.com or follow us on [LinkedIn](#), [Twitter](#), or [Facebook](#).

About the Author

[George Vlachos](#) is a corporate governance professional and an organizational development, change and purpose leadership expert with extensive international experience in corporate governance engagement, Board & ExCom architecture, composition, and effectiveness evaluations across various industries.

He is currently **International Director for the Stanton Chase Board Advisory**, a strategic partner with **Nasdaq Board Engagement Solutions**, an **Advisory Board member of Nasdaq Centre for Board Excellence**, and a **Council Member of The Corporate Governance Institute for Director training**.

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