

Questions to Ask When Counter-Vetting a Board Opportunity

A word of caution: it can be easy to fall into a defensive role when interviewing for board positions. Remember that a board interview is a 2-way street, and your opinion of the fit is just as important as the Nominating Committee's opinion. Nominating Committees have a detailed checklist they use to evaluate candidates; there is no reason why candidates can't do the same.

You can take on an offensive role in your board interviews by bringing along your own detailed assessment checklist and set of questions to help you evaluate whether this is the right opportunity. Not only will you gather information to inform your decision, but you will also send the message that you are prepared, thoughtful, and mutually targeting a great fit.

When compiling your assessment questions, focus on collecting information from the following categories. Keep in mind that some questions are better suited to conversations outside a formal interview.

- **Board Values & Culture.** Aim to determine what principles guide board behaviors, decisions, and actions. This broad category can go beyond board members and include employees, executive leadership, and even vendors.
 - How does the board incorporate organizational values and culture into its decisions?
 - What is the board's commitment to diversity, lifelong learning, and upholding their values?
 - How does the board create a sense of community and responsibility between members?
- **Strategy & Governance.** It's essential to discover how deep a board's understanding and application of strategy and governance goes *before* jumping on board. This understanding is directly related to the board's effectiveness and efficiency.
 - What is the board's role in creating, vetting, and implementing strategy?
 - How does the board link their governance focus and approach with the organization's goals?
 - How has the board changed or refocused its direction over the last 5 years?
- **Board Processes & Structure.** Knowing what processes the board follows and how it is built tells you a lot about its current and future performance and capabilities.
 - What are the new board member onboarding processes and expectations?
 - How and when are board member performance reviews conducted? What does the board do to communicate and address the outcomes?
 - How has the board structure changed over time, and how often does the board review the bylaws?

- **Communication & Collaboration.** You can evaluate a board's perception, effectiveness, and authority by learning how board members communicate and interact with internal and external stakeholders.
 - How are urgent decisions made between board meetings?
 - Does the board have a documented communications policy and procedure?
 - How does the board work through conflicts between board members?
- **Board Member Compensation, Remuneration, & Legal Protection.** A significant factor in the decision, this topic is generally best discussed outside of a formal board interview. You need to know how much you will be paid and whether the board updates its member incentives and pay models.
 - Is the compensation model in line with modern remuneration trending?
 - How often are the board's indemnification and insurance policies reviewed?
 - Who is responsible for acquiring independent director liability insurance?

Note that these are merely suggestions. Before your next board interview, spend some time identifying topics to cover and specific questions to ask. Going into the conversation prepared will allow you to effectively assess whether or not a board opportunity is a fit for you and your goals.