Becoming an Outstanding Non-Executive Board Member[1]

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The non-executive director (NED) role is very particular. As a NED you share responsibility for an organisation from which you are distanced – in place and time. You contribute to decisions prepared by professionals whom you may not always know well, on topics with which you may not be familiar. You are expected to support proposals prepared by the Executive, but you also have supervisory responsibilities and must exercise independent judgment – and you do this alongside colleagues you see relatively infrequently.

The requirements of the role are also constantly changing, as expectations of accountability rise and new geopolitical, technological, social and regulatory issues emerge.

The experienced Board member knows what is expected, how to prepare, and how to stay informed. The company itself offers know-how and opportunities to meet staff, and wide range of networks and organisations can deepen understanding across the range of Board work. The new NED also learns when to intervene most effectively and when it is better to remain silent. With an appetite for learning and genuine dedication, they can become a good Board member.

But sometimes you see a master at work in the Boardroom: someone who, seemingly without effort, regularly introduces new and relevant perspectives, manages a crisis or takes the sting out of a difficult issue, enables decisions to be taken at the right moment, and raises the quality of the conversation at the Board table. You recognise this person immediately as an outstanding NED.

In our work with newly appointed NEDs, we have become increasingly interested in understanding and comparing the qualities and competences which define 'outstanding,' 'good' and 'unsatisfactory' performance. In this paper we first describe four key aspects of the NED role and then identify the differences between 'unsatisfactory', 'good' and consistently 'outstanding' contributions. Finally, we bring these together in a competence matrix.

Being able to describe effective behaviours is not the same as always being able to demonstrate them - that certainly applies to us. But understanding what makes the master in the Boardroom inspires us, and we hope it will help new NEDs contribute more quickly, encourage experienced NEDs to keep aiming for the best, and enrich discussions during Board evaluations. Everything begins with observing and recognising.

We have served as Board members for almost 20 years, across 15 companies and organisations, including 10 listed businesses. These companies are based in the Netherlands, the United Kingdom, France, Italy and Switzerland, and include the energy, transport, real estate, capital goods, retail, biopharma, technology, financial services and private equity sectors. Some are public sector organisations; some have a majority shareholder. We also serve, or have served, on the Boards of 18 not-for-profit organisations, usually with a cultural or social purpose.

[1] This paper is an edited and updated English version of the following Dutch article: Tammenoms Bakker J.A. and M.A. Scheltema (2021), De Voortreffelijke Commissaris, Chapter 1 in: Lückerath-Rovers, M. a.o. (Eds), Jaarboek Corporate Governance 2021-2022, Deventer, Wolters Kluwer 2021

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1. Four Aspects of the NED Role

Understanding and effectively fulfilling the NED role starts with clarity about its most important aspects.

This paper does not focus on the formal and regulatory requirements of the role, or on how expectations are changing, as we assume these are well understood. Instead, we set out to define the aspects of the role that determine a NED's effectiveness in the Boardroom. These apply across the full range of the Board's work, including its Committees, but do not cover the additional qualities required of Chairs, whether of the Board or of a Committee.

The four aspects are:

- Role – a good understanding of the role helps you position yourself appropriately within the Board and vis-à-vis the Executive
- Relationships – good relationships help you understand what is going on and build a basis for trust and influence
- Understanding – the depth and breadth of your understanding of the business and its context provide the substance for your role and impact
- Style – the effectiveness of your style determines your ultimate impact and contribution

These four aspects are complementary and cumulative. A NED may fully understand the role, have generally good relationships with the Board and the Executive, and offer useful insights. Yet they may still have limited influence because of a hesitant or overly critical style. Equally, a NED with a genuinely useful new perspective may go unheard because they have not yet earned the trust that would make colleagues receptive to a different point of view.

Each aspect brings its own challenges. Below we describe some of these, with points of attention for the new NED and examples drawn from our own experience.

(a) Role

The role first requires a thorough understanding of the specific corporate governance context, which varies by country and by ownership structure.

More broadly, the role requires finding the right balance between the formal supervisory role and fit-for-purpose support of the Executive. It also requires balancing the short-term needs of the business against its longer-term continuity, while bearing in mind relevant external developments and stakeholders. The challenge is to make wise, independent judgments based on less information than the Executive has, and less than the NED may be used to having at their fingertips in an executive capacity.

For the new NED – often still an active executive – it can be a real challenge to grasp the difference between executive and non-executive responsibility: the difference between telling someone what to do and offering options for consideration.

> ***Example 1:*** *Looking back, a NED described this as follows: "At the request of the Chair I had prepared a proposal to set up a Sustainability Committee. When we met to discuss it, I saw he had crossed out some words in my email – the word 'should.' After replacing it with 'could,' the proposal was sent to the Executive. I only needed to learn that lesson once."*

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(b) Relationships

Relationships matter in the NED role as much as in any leadership role. They build the trust needed to be 'heard' and to influence, and they are an essential source of learning and new insights. The challenge is to broaden and deepen relationships with NED colleagues and the Chair in particular, with the Executive, and within the company and with stakeholders – in a role that offers fewer opportunities for personal interaction than other leadership roles. Hybrid forms of working at Board level have increased this challenge.

The outstanding NED builds trust with colleagues and the Executive. This requires genuine interest in the people involved and the situations they face, without compromising a position of complete independence.

One of our most important recommendations to new NEDs is to develop these relationships proactively and transparently, starting with the Chair, given the Chair's responsibility for welcoming new insights. It also helps build trust to keep the full Board informed of conversations conducted outside the boardroom, whether internal or external.

> ***Example 2:*** *A Chair introduced the practice of an informal dinner with NEDs before each Board meeting. Often there was no fixed agenda, giving colleagues the chance to discuss whatever was on their minds – current issues or complex topics. This built widely shared trust and openness, which later proved essential in securing Board commitment to a new Executive remuneration system.*
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> ***Example 3:*** *During a Board meeting, a NED became drawn into a detailed discussion with the CFO in which colleagues did not participate. At a certain point she decided it would be more productive to continue the discussion bilaterally. Afterwards, it became clear colleagues shared her view: the conversation in the Boardroom would have been more productive had she raised her concerns with colleagues before the meeting.*

(c) Understanding the Business

What it means to understand the business varies by type of business or Committee. And a NED's legitimacy is ultimately determined by the substance of their contribution to major Board decisions, such as strategic choices or key appointments.

The NED is expected to look to the longer term, the broader context, and the most important opportunities, risks and external developments. Ideally, some Board members bring directly relevant knowledge and experience, but the real challenge is to contribute relevant, intriguing and new insights, including on topics that are unfamiliar. This requires an ongoing commitment to keep abreast of new developments.

The outstanding NED shares experience in a way that deepens colleagues' understanding of the issues at hand. Specific, relevant examples, references to recognisable trends, and the generation of options all widen the solution space.

NEDs with a non-traditional background are sometimes appointed to contribute specific expertise – for instance in technology or sustainability. Our advice to such NEDs is to remain aware, from day one, of their shared responsibility for the Board's overall performance, and not to limit their contribution to their specific area of expertise.

> ***Example 4:*** *A relatively young digital expert is appointed to an international Board. His contributions to digital strategy are much appreciated, including by the CIO, but remain limited to that area. During the*

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> *annual Board evaluation, he is encouraged to contribute more broadly, colleagues are asked to engage with him more systematically, and he agrees to report his discussions with the CIO back to the whole Board.*
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> ***Example 5:** Committees offer the opportunity to make a significant contribution even without deep sector knowledge. A relatively inexperienced NED accelerated her contribution to the Board by actively participating in the design of a new executive remuneration package.*

(d) Style

Good, or less good, Board dynamics determine the ability to realise its full potential and shape the Board's relationship with the Executive. An individual NED's style and contribution to Board dynamics, play a key role in determining their impact.

The challenge is to intervene in ways that improve the quality of conversation and decision-making, and to prevent unproductive discussions. This requires awareness of the collective purpose, active and authentic listening, genuine curiosity about what is not understood, and shaping contributions to what the situation requires rather than to individual priorities. It is important to remain sensitive to the pressures on the Executive and to think in terms of options. A positive tone is also key to minimising the risk of unproductive, defensive reactions.

We therefore advise the new NED to think as strategically about how they intervene as about what they want to say.

The best contributions add a relevant insight in a way that enriches the conversation. The outstanding NED creates space for new perspectives by showing respect and understanding for the proposal on the table. From there, they contribute relevant facts drawn from their own knowledge and experience, point to possible visions of the future, and sketch out relevant alternatives. Clear, concise contributions; personal authority combined with commitment and respect; and a calm tone combine to ensure the outstanding NED is listened to and heard.

All NEDs, however, can contribute to more productive discussion through carefully chosen questions.

> ***Example 6:** Helpful questions include:*

- The ambition is impressive. What are the key requirements for success?
- Is it too simple to ask why… or how…?
- Can you tell us more about how you see this, and what your most important considerations are?
- How have you weighed the interests of the key stakeholders?
- What has surprised you?
- How do you think the market and investors will react?
- How do you see the relevance of development A or B?
- Did you seek the advice of external advisers, and how has this been reflected in the proposals?

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2. Typical NED Behaviours

Each of the four aspects of the NED role is associated with recognisable, typical behaviours. Some are effective, some not.

Both of us still leave Board meetings thinking, "I could have done that better." The challenge is to stay aware of what is effective and what is not, and to keep in mind what 'good' and 'outstanding' look like.

We have grouped typical behaviours into three categories, which try to capture differences in attitude, intent and way of working.

(i) Below Expectations

This behaviour tends to result from a static interpretation of the role, apparently limited commitment and insight, and contributions that do not add to the conversation.

Very few Board members fall into this category, since all are recruited with the potential to be good or outstanding. However, new Board members may show some of these behaviours initially.

> ***Example 7:*** *A NED attends a Board meeting without having read the documents, leading to time lost as the Executive provides unnecessary explanations. Another NED merely repeats earlier questions in different words, adding no new information to the discussion.*

(ii) Meets Expectations / Good

This describes the behaviour of the committed, effective and appreciated NED.

Most Board members fall into this category on many, if not all, dimensions, by contributing effectively across most aspects of Board work. The challenge for a new Board member is to develop a clear sense of 'what good looks like' and to keep these qualities and behaviours in mind as they shape their own way of working.

> ***Example 8:*** *The Board discusses a topic on which one member has significant experience. She shares the learning from that experience, offers a further exchange of views after the meeting, and frames this not as an instruction but as a consideration to improve the quality of the decision.*

(iii) Outstanding

This describes the behaviour of a Board member seen to play a key and unique role on the Board.

Few Board members are 'outstanding' across every aspect of Board work, though several may well be 'outstanding' in several of them.

Relevance, flexibility and being 'heard' distinguish the outstanding Board member. The move from 'good' to 'outstanding' is determined by:

- The level of respect and trust earned from other colleagues
- The consistency of relevant insights across the full range of Board work
- The ability to respond constructively and creatively to dynamic and difficult situations.

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> ***Example 9:*** *A company organises a strategy away-day. The Chair asks the Executive to outline the process for preparing key decisions: objectives, scenarios and options, underlying assumptions, the competitive landscape, key external developments, possible external input, and opportunities for Board members to raise questions early in the process. By establishing a clear, shared approach to the strategy day, the Board can discuss the strategic issues in depth.*
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> ***Example 10:*** *An unexpected takeover dramatically changes the competitive landscape, making the company's strategy difficult to execute. The mood around the Board table turns sombre. The Chair asks: "Are we looking at this the wrong way? Does the new market concentration create opportunities for us?" The mood shifts. That was an outstanding intervention.*

The four aspects of the NED role and the three classifications of Board behaviour come together in the table below. We use this to sharpen our own self-awareness and that of those we support in our coaching work.

The middle column describes the behaviour of the 'good' Board member, flanked by the behaviour of the Board member who does not yet fulfil the role adequately, and that of the 'outstanding' Board member. The behaviours in the 'outstanding' column assume the NED already has the qualities of the 'good' Board member.

Very few Board members sit permanently in one column – even within a single meeting, you can see yourself or colleagues move between them.

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Table 1: Classification of NED Behaviours

Aspect	Below expectations	Meets expectations / Good	Outstanding
(a) Understanding complexity of Role	• Insufficient understanding of the formal requirements of the role • Tends to assume an executive role with directive style • Difficulty finding balance between support and challenge • Either too passive, or contributing on every point • Multitasking during meetings • Not always available • Not, or poorly, prepared • Uncritical use of AI	• Well informed about regulatory context and relevant developments • Understands own, Chair, CEO, ExCo and colleagues' roles • Understands pressures on CEO and Chair • Good balance between support and challenge; business today and business of the future; required tempo and quality of Board decision-making processes • Readily available for ad hoc meetings (e.g. recruitment and crisis) • Engaged across the full range of Board and Committee issues	• Anticipates and explains changing expectations of own, Chair, CEO and colleagues' roles • Models new ways of working, e.g. in the use of AI • Role model for support and challenge • Preserves, or appropriately adjusts, the tempo and quality of Board decision-making processes (also under pressure) • Proactive in Board and Committee debates; a source of continuous improvement and new insights
(b) Quality of underlying Relationships	• Limits contact to formal meetings • Limited curiosity to meet company employees • Focused on own agenda • Creates and maintains subgroups within the Board • Does not share information	• Builds transparent, informal, individual relationships with Board colleagues and ExCo • Builds a sense of collective purpose and partnership • Seeks to understand individual motivations, concerns and biases • Learns from colleagues • Trusted • Able to influence • Supports integration of new colleagues • Seeks opportunities to meet company employees and stakeholders	• Dedicates time to building relationships and trust outside meetings • Trusted counsellor of Chair, CEO and colleagues • Advice regularly sought outside meetings • Deep understanding of key people, top-team dynamics and company culture • Facilitates feedback within the Board and with the CEO, as appropriate

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Aspect	Below expectations	Meets expectations / Good	Outstanding
(c) Depth and Range of Contributions	• Limited understanding of company performance, sector dynamics and challenges • Limited evidence of preparation for, or reflection on, Board materials • Limits contributions to a specific area of expertise (functional or type, e.g. technology/sustainability) • Limited engagement with overall outcomes • Uses meeting time for factual understanding	• Adequate understanding of company performance, sector dynamics and challenges • Builds on Board materials to focus and enrich discussions • Understands how external developments may impact the business (e.g. climate change, AI, geopolitics, WFH) • Contributes new perspectives, relevant experience, best practices, external speakers and other external input • Ensures appropriate attention to stakeholders and engages with them as appropriate • Balances short-term and long-term requirements and opportunities • Suggests relevant Board learning and agenda topics • Seen to support and embody agreed priorities, e.g. diversity and inclusion • Source of helpful contacts for the Executive and Board • Seen to add value across the full range of Board responsibilities	• Deep understanding of company performance, sector dynamics, challenges and people • Connects structural shifts such as climate change and technology, including AI, to strategy, capital allocation and remuneration • Helps to continually improve Board materials • Recognised authority on key business and people issues and a source of advice to the Chair • Regular source of new insights, perspectives, improvement opportunities and helpful contacts • Facilitates effective Board processes, e.g. information-rich decisions, successful Strategy days • Able to engage effectively with shareholders and other stakeholders

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Aspect	Below expectations	Meets expectations / Good	Outstanding
(d) Effectiveness of Style	• Limited engagement • Tends to be directive, emotional, personal • Difficulty finding the right level of abstraction; narrows discussions • Longwinded, leading to inefficient use of limited time • Merely echoes others' points of view	• Highly engaged • Self-confident with low ego • Positive, curious, humble, courageous • Builds trust through proactively reaching out and transparency of motivation • Focuses on moving the conversation forward • Situationally aware, e.g. more formal when required • Builds on colleagues' comments, integrating new perspectives • Aware of underlying dynamics and tailors contribution accordingly • Contributes to the desired 'tone at the top' • Maintains composure in conflict situations • Actively includes input from new colleagues	• Seen as a role model • Clear, strong and effectively direct • Builds confidence while remaining vigilant • Shares experience in a compelling way • Able to translate concerns into appropriate next steps for the Board • Speaks in terms of solutions and opportunities rather than problems • Able to defuse conflicts, create space for new solutions and move the conversation forward • Supports the optimal speed for Board decision processes

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3. Looking Forward

Our aim was to develop a framework to help new Board members understand what is – and is not – effective in the boardroom. We identified four key aspects of the Board role and described the behaviours that distinguish the outstanding Board member from the good, or less effective Board member.

Looking forward, we see an important link to the yearly Board self-evaluation process.

Board evaluations have become an integral part of a Board's work. They offer an opportunity to discuss the Board's collective achievements, explore opportunities for improvement, and agree appropriate actions.

However, systematic feedback for individual Board members remains relatively underdeveloped. We hope this framework will help Board members better understand how their own behaviour affects the Board's collective performance.

The example of the master inspires improved performance in all domains, also in the Boardroom.

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