Want a seat at the board table?

*Insights on starting your director career*
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MEMBERSHIP OPENS DOORS

We bring governance professionals together to share ideas and experiences to create a stronger economy.

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1. Introduction

Aspiring directors looking for a seat at the board-table – whether it be part-time alongside their careers in management, or those looking to make the transition to full-time director – face stiff competition from other like-minded, ambitious individuals.

Not only is becoming a non-executive director an increasingly common ambition, it is also a role that is becoming increasingly complex and demanding. More is being asked of today’s directors than ever before.

Corporate governance is no longer considered merely an administrative ‘box-ticking’ and compliance-focused exercise.

Today, in addition to the regulatory demands placed on organisations, boards are expected to bring leadership qualities which enable and empower business performance. Boards are expected to govern beyond compliance and to govern for performance.

Developing your director brand

While there is no single model of a successful director – each director brings a unique combination of skills and experience to every board scenario – a common characteristic of successful and experienced directors is a strong individual director brand.

Your individual director brand is the whole package: it is made up of your skill set, your experience, your strategic networks, the quality of your training and credentials, your interests and passions, and your values. Developing a strong director brand involves taking a holistic approach with your professional development and is key to landing a director position.

How we can help

Many aspiring directors have turned to the Australian Institute of Company Directors (AICD) for help in taking this next step. Our membership base of 40,000 directors and business leaders represents a cross-section of industries and sectors throughout Australia and internationally. We work to improve your and your organisation’s governance effectiveness, to open new doors via a range of exclusive services, and to help you better understand your director duties and responsibilities.

In Want a seat at the board table? we have compiled the advice of experienced directors and executive recruiters on developing your director brand and how to get your director career started. This is part of our ongoing commitment to excellence in governance, and we are pleased to provide this report as a valuable resource and starting point for aspiring directors.

Find out more on how we can assist you on your director journey, visit companydirectors.com.au/membership
2. Beginning the search for your first director role

For many professionals, beginning the search for a director role feels like a natural transition; the next step in their careers.

However, not everyone is suited to the role of a director. With it comes a range of duties, responsibilities and risks. It presents a new way of working, challenging work environments and unique working relationships.

Before beginning this journey, it is important that you take the time to understand what being a director means and whether it is the right fit for you in this stage of your career.

3 things to understand in preparation for your first role

The difference between the roles of executive and non-executive director

A director is not a manager and a board is not a management team. The role of a director and the board is to offer strategic direction for the organisation and to hold the organisation’s executive to account. The role of a director is not an ‘operational’ one. They offer counsel and advice to management, and oversight through monitoring and evaluation.

What it means to find the right fit

Think about your experience, your interests and your values. Is there an industry or a particular organisation in which you aspire to work? Or perhaps you are able to identify industries and organisations with which you would not want to be associated? Finding a board position that aligns with your personal director brand is so much more than the skills and experience you bring to the board table.

Finding a board position takes time – be prepared to start small

Landing your first position as a director in an ASX 50 company is near impossible. It is important to have realistic expectations and to set realistic goals when starting out. Many directors suggest starting out on the board of a not-for-profit, or community organisation as one way to gain valuable experience. Remember though, it should not be treated as just a stepping-stone. It is a professional commitment that should align with your values.
The key is self-reflection

We asked four experienced directors and non-executive recruiters to share the top three questions they think directors should ask themselves before embarking on their directorship journey.

<table>
<thead>
<tr>
<th>Naomi Edwards FAICD</th>
<th>Mike Horabin FAICD</th>
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<tr>
<td>Chair, Tasplan Super</td>
<td>Principal, Board Advice</td>
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<tr>
<td><strong>1.</strong> Where do my passion and my knowledge intersect? In other words, what is the industry where I can most add value and where I am passionate to make a difference?</td>
<td><strong>1.</strong> Who are you? Are you a ‘tweaker’ or a ‘fixer’, a ‘big picture person’, or one that likes ‘fine tuning’? Are you conservative or innovative, risk averse, or able to deal with risk?</td>
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<td><strong>2.</strong> What do I contribute that is unique compared to other aspiring directors?</td>
<td><strong>2.</strong> Are you fully aware of what you’re taking on? The duties, responsibilities and the risks involved?</td>
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<td><strong>3.</strong> Am I prepared to throw myself into this, have the perseverance and take a few knocks along the way?</td>
<td><strong>3.</strong> Are you willing to commit to the role and immerse yourself in the organisation and its operating environment? Even if the going gets tough?</td>
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<table>
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<tr>
<th>Alison Gaines FAICD</th>
<th>David Bayes FAICD</th>
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<td>General Manager Asia Pacific, Gerard Daniels</td>
<td>Non-Executive Director, AICD</td>
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<tr>
<td><strong>1.</strong> What skills do you have and do you have a plan to address any skill deficiencies?</td>
<td><strong>1.</strong> Do you have a clear articulation of who you are, what your key strengths and experiences are and what sort of organisations you could assist and contribute to as a non-executive director?</td>
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<td><strong>2.</strong> Who are the chairs, CEOs and directors you admire and would be willing to work with in the boardroom?</td>
<td><strong>2.</strong> Are you sure (and above all, honest with yourself) in knowing where you ‘stand out from the crowd’ in terms of skills, knowledge and experience?</td>
</tr>
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<td><strong>3.</strong> What are your conflicts of interest or ‘no-go boards’ that do not align with your values?</td>
<td><strong>3.</strong> Are you able and willing to clearly articulate your ‘value proposition’ in a genuine, non-egotistical and interesting way?</td>
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</table>
3. Developing your director skill set

Your skills are an essential part of your director brand. Each director will bring a unique combination of skills and experience to each board role.

Director skills can be split between job-specific skills and knowledge, and the personal attributes you bring to a role. Developing and maintaining your director skill set can be seen as a juggling act between non-negotiable skills needed to discharge director duties properly (e.g. finance, governance and strategy) with those that make you a competent and effective leader and team player.

These different skills can be learnt and refined over time, through industry experience and a commitment to and investment in continuous education and training.

A successful director has the ability to apply these skills, backed by their experience, in a variety of boardroom scenarios.
Advice to consider

Trish Ridsdale FAICD, Managing Director of Board Business, is an experienced director and an education facilitator with the AICD. Here she shares her insights on the skills mix and the importance of intellectual curiosity for all directors.

On specialist vs. generalist knowledge in the boardroom

“Clearly a mix of skills is desirable for a director. But what is more important is the way the individual applies those skills. The accountant who only has input to the financial issues, or a lawyer who only provides input into the legal issues, is not useful on a contemporary board. Directors must be prepared to contribute to a range of issues,” says Ridsdale.

On the power of continuing education

“Continuing education and learning is so important, even for the most experienced directors...” she says. “Directors must lead by example in keeping themselves current and relevant in a changing world. They must demonstrate their ability to add value by sharing their knowledge and should also consider how changing and emerging issues may impact the success of the organisations they are governing.”

3 important skills in a modern boardroom

Kyle Loades FAICD, Chairman of NRMA, says that there are three vital skills directors need to bring to the board table.

1. Listening skills
Directors should be good, active listeners. They must be prepared to take in knowledge and process information independently, while still contributing to boardroom debate in an appropriate, inclusive way.

2. Finance and governance knowledge
It is imperative that directors understand their fiduciary duties and overarching governance responsibilities. Completion of the AICD’s Company Directors Course™ is just the beginning.

3. Staying up to date and informed
The modern director should never stop learning. Continue to build up knowledge in key areas including corporate governance, industry trends, mega-trends, disruption and their respective impacts on the business.

Foundations of Directorship

Our Foundations of Directorship program prepares new and aspiring directors with practical and essential knowledge right from the outset. This three-day program will provide you with a comprehensive overview of the main components of directorship.

Find out more at companydirectors.com.au/fod
4. Establishing your **online** presence

Social media is a powerful tool. If used appropriately, social media can provide career opportunities, public recognition, connections, and a forum to discuss ideas with peers and wider networks in a seamless, organic way.

For those looking to assert their director brand online, the opportunities are seemingly endless. Twitter, Facebook, LinkedIn, blogging and YouTube all offer different ways of engaging with different audiences and consequently, with vastly different effects.

While not everyone has the time to personally manage a long list of social media accounts with the level of commitment required to maintain a successful brand, we suggest picking one or two platforms that you are most comfortable using. Consider what you wish to gain from your online connections and what it is you wish to contribute to these communities, to help find the right fit for you.

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3 common mistakes aspiring directors make on social media

Jamie Wilkinson GAICD, Director of Design and Digital at Cannings Purple, and a founding member of Western Australia’s Social Media Society, shares the most common social media mistakes.

1. **Scepticism, dismissiveness and fear of social media**

   In today’s world, social media is almost a non-negotiable. Business leaders who refuse to engage on social media demonstrate a fundamental misunderstanding of its importance and the potential it has to be a serious risk to any business.

2. **Jumping in too quickly**

   I see many aspiring directors join social media channels without any thought as to how it might work as an extension of their personal or professional brand. Finding the platform that works for you and meets your needs is critical, as is devoting time to producing original content.

3. **Outsourcing management of your accounts**

   Some larger companies use the internal communications team to manage the content of directors’ social media accounts. I don’t think this gives the best results. Authenticity, transparency and higher engagement come from directors who take the time to use the platforms themselves.
LinkedIn, the world’s largest professional networking site boasts 450 million users across 200 countries – 7 million of whom reside in Australia. It has evolved to become so much more than an online resume. It has expanded its role from jobs and recruitment to being a news aggregator, a distributor, a publisher of professional content, a personal branding platform, a social network and a community of professionals.

5 questions directors ask about LinkedIn

In a recent interview, professional LinkedIn profile and resume writer, Karen Tisdell, shared her answers to the top five questions directors ask about LinkedIn.

1. What makes a great LinkedIn profile?
A professional profile photo, an engaging LinkedIn summary and a combination of original and shared content will make your profile stand out.

2. What is the most common mistake people make on LinkedIn?
The most common mistake is that people do not feature their contact details on their profile. There is no point in building a great network if no one can reach out to you with advice or an opportunity.

3. A colleague of mine has requested I write a recommendation. Should I do it? Why?
Yes. Think of LinkedIn as a reward and recognition system. By endorsing someone’s skills or recommending them, others who browse their profile will see you, your position, and your expertise.

4. Won’t I look crass if I ‘sell’ myself and my achievements online?
The best way to promote your achievements and expertise is through posting ideas-based content. Sharing knowledge is an opportunity to enhance what you’re known for.

5. How can I engage in LinkedIn groups?
• Contribute to appropriate existing conversations. Be sure to be selective and where and what you contribute.
• Create your own group to enhance your visibility as a leader and subject matter expert.
• Only join groups that look credible to you, that match your expertise and where you (and your brand) can add value to yourself and the group.

AICD’s member-only LinkedIn group
Stay connected and join the conversation with more than 18,000 aspiring and experienced directors, governance experts and business leaders in our member-only LinkedIn group. Find out more companydirectors.com.au/membership
If what they say is true – that more than half the population secures a job through somebody they already know – your networks play an essential role in getting you a seat at a board table.

At this stage in your career, you should have well-established networks, cultivated through work and industry experience. These networks may be useful in obtaining a future board position. However, chances are that your networks lack the influence of experienced directors, whose careers you wish to emulate. Aspiring directors should be looking to fill these gaps.

Making the most of your networks

1. Have your ‘value proposition’ clear first
Be clear on why you want to be a director and what unique skills and experience you can contribute to a board.

2. Do your homework and be strategic
Do you have a particular board position you would like to apply for? Look for paths to suitable boards through existing connections, then through wider networks.

3. Invest time
Networking works best when its value is reciprocated. This takes time and commitment. Be just as willing to offer advice and assistance as you are accepting of it.

4. Reach out
Networking often involves some level of discomfort. Put yourself out there by asking questions and asking for advice. You may be pleasantly surprised by the response.

5. Be clear about your motivations
If you make a new and valuable connection, be sure to let them know in no uncertain terms what it is you are after. If you are upfront, they may be willing to assist you.

6. Be patient
The road to the boardroom can be a long one, with many disappointments along the way. It pays to be persistent and patient with your networks.
Mentors can be invaluable resources to aspiring and experienced directors alike. The right mentor will be invested in your career, will offer frank advice and feedback on your progress, and will open up their networks to you.

The value of mentors for aspiring directors

We asked some of our experienced members to share their insights on their experiences with mentors and as mentors:

**Finding the right mentor**

Naomi Edwards FAICD, professional non-executive director and Chair of Tasplan Super, was a mentee in the AICD’s flagship diversity initiative, the Chair’s Mentoring Program, which partners highly experienced female executives with chairs of ASX 200 companies for a year-long mentoring relationship.

“This, of course, was a fantastic opportunity,” says Edwards. “However, mentors can also come from the unlikeliest of places. I was recently negotiating a large merger between two super funds. As the chair of one fund, I was in frequent discussions with the other chair. Although we were on opposite sides of the negotiating table, he eventually turned into my mentor, has provided me with valuable feedback and has since recommended me for other board roles.”

**The value for both mentees and mentors**

Nicki Kenyon GAICD, Director at Shootsta and a member of the AICD’s Executive Committee in Singapore has been both a mentor and mentee and sees it as an excellent opportunity for both parties. “No one knows everything, and even a mentor can learn new things from this unique relationship,” she says.

“A mentor can provide an informed opinion on topics and is impartial in a way that managers or peers are not.”

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**Events**

Make connections, hear about the latest governance ideas, and take away practical insights from events held across the country. Our events include lunches with leading Australian and international directors, briefings on hot governance topics and robust panel discussions on issues affecting the business community. Find out more companydirectors.com.au/events
6. Creating a director resume

A director resume is an important tool for aspiring and experienced directors in marketing their director brand.

The ideal resume should do all the hard work for you – it should sell you, your experience, skills, and what you will offer to a board on paper. An excellent resume will get you noticed by the recruiter, chair of the board and the nominations committee so as to land you an interview.

For aspiring directors responding to a specific board position advertisement, it is important to be clear about what the board is looking for and what you can contribute. Research the current board composition and see whether there are any gaps in skillset and experience of the current board directors. Clearly articulate how you can fill existing gaps.

For those looking to submit a generic resume to a board recruitment firm, ensure that it covers your knowledge and experience of the essential director-specific skills and qualities. If this initial resume is strong, a recruiter will work with you to refine the final product.

Creating a stand-out resume

Alison Gaines GAICD, experienced non-executive director and General Manager Asia Pacific of international executive search firm, Gerard Daniels, shares her insights on creating a resume that will get you noticed.

Keep it short and simple

A non-executive director resume should be no more than two pages and should be headlined with your highest qualifications and experience, your location (city and country), mobile number and email address. It should be marked “Confidential” and be dated.

Include an opening statement

This opening paragraph should summarise your career: your technical and professional skills, executive and management experience, the sectors, industries and geographies in which you have worked, major projects and your board experience or exposure, including any committee activities.

Emphasise board experience and exposure first

Remember to headline your current and past board experience and exposure, followed by a summary of your executive career.

What is the most common mistake aspiring directors make on their resume?

All too often aspiring directors will rely on their executive resume when applying for a board position. The two types of resumes differ.

“Relying on an executive resume often means that your board experience or exposure is not a focal point. This is a common mistake,” says Gaines.

3 questions your director resume should answer about you

1. What will you contribute to the board?
   Industry knowledge, unique skillset, leadership qualities and any international experience.

2. Is professional development important to you?
   Ongoing education, relevant qualifications and your memberships with industry associations.

3. How have you applied director-specific skills to previous roles?
   Governance, good judgement, leadership, strategy and a strong understanding of financials.
7. Getting ready for your director interview

The interview is one of the final hurdles an aspiring director must clear before landing a board position.

If you have reached this stage, it means you have survived the applicant shortlisting process and are one of three to five candidates who have impressed the board’s nominations committee for a face-to-face interview to be arranged.

The specifics of each interview will often differ with circumstance. Some interviews may be informal, while others may be more rigorous with multiple rounds and targeted questions using a series of prepared behavioural techniques and scenarios.

Regardless of how it may unfold, the interview is critical in determining the suitability and compatibility of the candidate to the board and the wider company, and vice versa. It goes beyond what can be found out about you online or through your resume. Therefore, it is important to be personable, relatable, clear and natural.

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5 things to remember before stepping into an interview

1. Speak in clear, concise and full sentences
2. Sell yourself and your director brand
3. Ask insightful questions
4. Look the part
5. Be mindful of your reactions to questions

6. Don’t be afraid to come to the interview with new ideas

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4 ways to deal with rejection

Don’t take the rejection personally. Treat it as a learning opportunity
Look at the decision from the organisation’s perspective
Ask for feedback
Try again
Aspiring and experienced directors alike should never underestimate the power of preparation for their next board interview. In a recent interview, Kevin A. Jurd MAICD, Board and CEO Succession Practice Leader at Spence Stuart Australasia, shared his top tips on nailing your interview and securing that board role.

How to avoid making the most common mistakes at a board interview

**Treat ‘casual chats’ as formal interactions**
A lot of candidates get caught out by the invitation to have a ‘quick informal chat over coffee’. The reality is, if anyone ever invites you to have coffee with the chair of the board during the recruitment phase of a directorship role, don’t believe it. It is code for be prepared. The expectations are the same, regardless of the circumstance. Be thorough with your research and be prepared to talk at length about the organisation, its direction and its strategic targets.

**Do your homework**
You need to come to the interview as prepared as possible. Don’t just look at the company website for information. Look for media coverage, visit its sites if it has physical assets, or purchase the product if it is a retailer. Also, do your homework on issues external to the business and affecting the sector as a whole. This shows initiative and great strategic insight. Show interest in the company and its work, for the company to show interest in you.

**Link your experiences**
The resounding feedback from chairs is that candidates don’t articulate their experiences in a way that shows a strong enough understanding of the board position. Look for the similarities in business patterns or business models between your experience and your target organisation. It doesn’t necessarily matter whether you have experience in the specific industry. The key is to find the parallels. There are similarities in the lifecycles of all organisations.

**Prepare two examples but stick with one**
Often, the examples used at interviews are too ‘thin’, i.e. candidates skim over several examples, providing very little detail on each scenario. Showcasing your experience is absolutely critical in these types of interviews. Prepare two examples of strategic challenges you have faced and how you have approached or solved them, but only use one in the interview. Remember, do not drift into management speak and only discuss operational tactical implementation. Think like a director – big picture, strategy and risk.

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Director Self-assessment Tool™
Designed to guide your professional development, our Self-assessment Tool allows you to assess your current director capabilities and skills in under 20 minutes. Gain insights into your strengths and areas for development to begin your tailored director journey. Find out more companydirectors.com.au/selfassessment
8. Doing your **due diligence**

Accepting a role as a director is a significant commitment. Each role comes with its own responsibilities, risks and personal liabilities. No organisation or its board is immune to challenges, so it is important for prospective directors to know what to expect.

If you have been offered a position on a board it is absolutely critical you take the time to delve deeper into the organisation you are about to join. This differs from the preliminary research conducted at the time of submitting your resume or attending an interview. It involves asking questions about publicly available information and asking questions of people within the organisation and your own networks. In order to accept, you must be satisfied with the responses.

We have compiled a list of questions (see next page) to assist in deciding whether to accept your first board appointment. This list is not exhaustive and should be treated as a guide.

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**Duties and Responsibilities for Directors and Officers**

Now available in its 21st edition, *Duties and Responsibilities for Directors and Officers* by Professor Bob Baxt AO FAICD/Life has been a must-read for directors, corporate lawyers and academics looking to understand their legal duties, responsibilities and rights as directors for 33 years. Purchase your copy at companydirectors.com.au/bookstore
### Organisation:

#### Why have you asked me?

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<thead>
<tr>
<th>Question</th>
<th>Yes/No/Need more info</th>
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<tr>
<td>Is it clear to you why you have been asked to join the board? Do you offer skills, knowledge or experience currently missing from the board, such as technical knowledge, industry knowledge, or experience in a particular geographic area?</td>
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<td>Are you certain that you are being offered the position for the right reasons?</td>
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#### Research the organisation

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<th>Question</th>
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<tr>
<td>Ensure you understand the organisation’s background and history by reading at least three annual reports and any newsletters, media releases, etc. supplied to shareholders or the public, or on the company website.</td>
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<td>Are you comfortable with the organisation’s standing and reputation in the business world or community if a not-for-profit organisation?</td>
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<td>Have you read and understood the organisation’s constitution?</td>
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<td>Do you know who is on the management team – their qualifications, skills, knowledge, experience and reputation?</td>
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<td>Does the stage of growth of the organisation suit your interests and skills?</td>
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<td>If a not-for-profit, do you know what the chief source of funding is and how it is come by?</td>
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#### Strategic direction

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<th>Question</th>
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<td>Obtain and read the organisation’s strategic and business plans. Does the organisation know where it is headed? Are its aims achievable? Do you support its aims?</td>
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<td>Will your skills, knowledge and experience assist in furthering the organisation’s journey?</td>
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<td>Have there been any serious issues in recent years? Are you satisfied with how they have been handled?</td>
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<td>Does the organisation have comprehensive risk management processes in place?</td>
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#### The board

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<th>Question</th>
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<td>Are you comfortable with the level of independence of the board and the proportion of executive to non-executive directors? (Remember: in a smaller organisation an independent board may not be as easily achieved as for larger companies.)</td>
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<td>Do you know who the other directors are? What are their skills and experience? How they were selected? How long have they held these positions? Have you met them?</td>
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<td>Do you know what board committees exist and who serves on each?</td>
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<td>Do you have the time commitment and skills that are needed?</td>
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<td>Will there be an induction process?</td>
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<td>Does the board support professional development activities for directors?</td>
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<td>Is remuneration offered? What are the arrangements for reimbursement of expenses?</td>
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<td>Do the skills and experience already on the board match the strategy?</td>
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<td>Do you know/have access to the board’s governance and risk policies?</td>
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<td>Is sufficient and appropriate information available to assist directors in performing their duties?</td>
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<td>Does the board evaluate its performance?</td>
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<td>Does the board work harmoniously as a team? Are there any factions?</td>
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<td>Are you comfortable with the board’s working relationship with management – in particular the chairman and CEO?</td>
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#### Legal matters

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<th>Question</th>
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<td>Do you have sufficient information on the terms of your appointment? Will you receive a letter of appointment or job description confirming terms of appointment and the board’s expectations of you?</td>
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<td>Do you understand the indemnity and insurance provisions? Read the policy and understand any costs involved.</td>
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<td>Question</td>
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<td>Are you willing to accept the legal exposure a board member of this organisation potentially faces?</td>
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<td>Are you clear on the legal structure of the organisation?</td>
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<td>Have you been fully informed of the organisation’s legal history?</td>
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<td>Does the organisation comply with its legal requirements?</td>
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<td>Can directors obtain independent professional advice at the company’s expense?</td>
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<td>Can you speak to the external auditors and solicitors?</td>
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<td>Is there a Deed of Access?</td>
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<td>Is there a shareholding qualification or other legal requirement in the constitution to fulfil before accepting the position?</td>
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<td><strong>Reporting</strong></td>
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<td>Do the board papers and minutes contain the information you would expect?</td>
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<td>Are they distributed in a timely manner?</td>
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<td>Are there appropriate internal controls and policies for major processes?</td>
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<td>Can you see the most recent management letter from the external auditor?</td>
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<td><strong>Performance</strong></td>
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<td>Are financial and non-financial performance indicators defined for the company, its employees and management?</td>
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<tr>
<td>What is in the current budget? How is performance tracking against the budget?</td>
<td></td>
</tr>
<tr>
<td>Is there evidence of financial stress in recent financial statements?</td>
<td></td>
</tr>
<tr>
<td><strong>Your fit with the company</strong></td>
<td></td>
</tr>
<tr>
<td>Are you clear on why you want this position and what you want to get out of the experience?</td>
<td></td>
</tr>
<tr>
<td>(The reason should be better than ‘they asked me’ or ‘the money was good’.)</td>
<td></td>
</tr>
<tr>
<td>Do you want your name associated with this organisation?</td>
<td></td>
</tr>
<tr>
<td>Are you comfortable with the directors and the way the organisation conducts business?</td>
<td></td>
</tr>
<tr>
<td>Can you add value to the board? Do you understand your limitations?</td>
<td></td>
</tr>
<tr>
<td>Does the chairman’s view of your skills, knowledge and experience match your view?</td>
<td></td>
</tr>
<tr>
<td>If you accept this position, will you be able to take on other directorships?</td>
<td></td>
</tr>
<tr>
<td>Can you devote sufficient time and energy to fulfil your duties and responsibilities?</td>
<td></td>
</tr>
<tr>
<td>Do you have any conflicts of interest?</td>
<td></td>
</tr>
</tbody>
</table>

Would you invest a significant amount of money in the organisation? If you have trouble answering this question, then ask more questions to better judge this. If you wouldn’t invest in it, then be cautious about joining the organisation.
For more information please contact

t: 1300 739 119
w: companydirectors.com.au