

How Will You Answer These Questions?

Preparing for a board interview has been compared to preparing for a final exam. Beyond researching the company (financials, public issues, management team, industry) and CEO's and board members' backgrounds and affiliations, you must be ready to answer questions designed to illuminate how you will behave as a board member.

In his book, *The Activist Director*, Ira Millstein expounds on how boards might recruit directors with solid ethics: **“It is by asking the right questions, it is by digging deep to understand the values of the candidate . . . and asking whether he would trust the candidate to do the right thing.”** Here are questions Millstein offers to board directors to ask of a candidate during the interview process:

- Have you ever had to defend a decision you made as a director (read: executive, if you have never been a director) when other influential people disagreed with it?
- There are times when directors may feel pressured by management to meet certain outcomes. Have you ever encountered such a situation? How did you react?
- Have you ever served on a board (read: team) with members who were not acting in the corporation's best interests? What was your reaction to their behavior?
- Describe how you resolved a previous, strong disagreement with another person.
- Have you ever encountered pressure to achieve quarterly short-term goals that contradict long-term performance? Describe your response.
- Describe an instance when you introduced a new policy to your board (read: team) and how the group reacted.
- Have you ever made a mistake that caused things to work out differently than you would have liked? What happened?
- What is your personal process for ensuring your decisions are the best for the corporation?
- What decisions are the most difficult for you to make as a director? Why?
- Describe a time you went above and beyond to get a job done.

We suggest you answer questions from the perspective of a board director and not as an executive, making clear that you are interested in governance and oversight, supporting the CEO and strategic goals of the company. Additional questions to think through as you prepare for your board interview:

- What is your view of the accountability and responsibility of a board member?
- Why did you leave <company name> when you did?
- Give an example of how you personally interacted with a board(s) and what value you brought (note – speak about transformative oversight here, if applicable)
- Describe a situation where you were not able to convince others regarding an issue about which you felt strongly—how did you handle it?

It is equally important to be prepared with questions to ask during the interview – those that demonstrate your knowledge of the company - a few to consider:

- What is the company's long-term strategy?
- Can you describe the board culture and dynamics?
- What role does management play at board meetings?
- What risks does the company face/opportunities does it foresee?