



BOARD  
DIRECTOR  
PROGRAMME

**winmark**

# HOW TO BECOME A NON-EXECUTIVE DIRECTOR

Best practice guide





# ABOUT THE FINANCIAL TIMES BOARD DIRECTOR PROGRAMME



The Financial Times Board Director Programme exists to improve the knowledge, skills and effectiveness of board directors. Through the use of workshops, networking events, digital education courses and formal qualifications, the courses utilise a faculty, steeped in board experience within a multitude of sectors.

The FT programs all deliver insights and acumen to help develop existing and aspiring directors throughout their career journey.

You should consider the Financial Times executive courses if any of the below are applicable to you or your board members:

- You are thinking of making a move into your first non-executive director role.
- You have been newly appointed to the board.
- You want to improve your board performance by dealing with real-life issues.
- You would like to increase your individual marketability.

## GET IN TOUCH

Our dedicated team can talk you through all options applicable. We also offer bespoke packages for companies

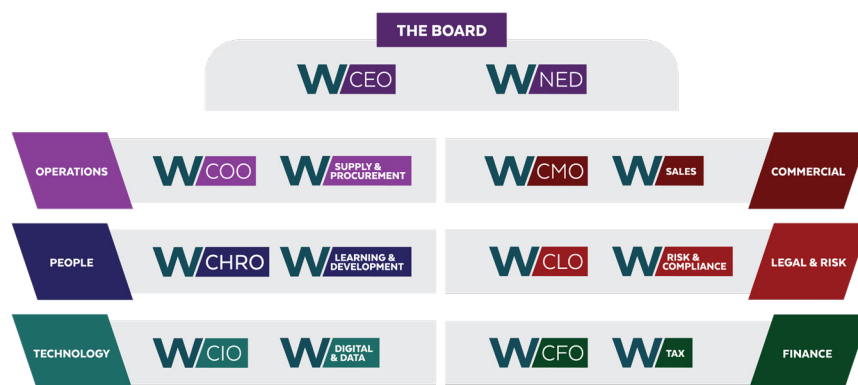
For further information visit: [bdp.ft.com](https://bdp.ft.com) | +44 (0) 207 873 4909

# ABOUT WINMARK NED NEXT GEN

## winmark

Winmark provides a peer-to-peer ecosystem for C-level executives to connect, share best practice and challenges, and exchange solutions. The peer-learning networks include over half of the FTSE 100, numerous Fortune 500, private and not-for-profit organisations as well as technology disruptors.

Members join to access a series of roundtable meetings, crowdsource knowledge and templates, receive introductions based on their specific objectives, as well as other benefits such as masterclasses, thought leadership and study tours.



The NED NEXTGEN Network is for senior executives looking to start a non-executive career portfolio. The regular roundtable meetings provide a forum to connect with peers from other organisations and sectors, and feature senior Chairs and NEDs as guest speakers who share their experience.

If you would like to know more about the Winmark networks or to join please contact



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# ACKNOWLEDGEMENTS



## John Jeffcock

John Jeffcock is Chief Executive of the award winning C-Suite network business Winmark. Winmark runs a full portfolio of C-Suite networks including Chairs, NEDs, CEOs, COOs, CFOs, CLOs, CMOs, CIOs, CHROs etc. Winmark has over 700 multinationals involved, including BBC, BSkyB, Bunzl, BT, Britvic, Bank of America, Bloomberg, British Land, Belron, BHP Billiton, BMW and that is just a few of the 'B's.

John founded the Institute of e-Business, Chairs the Membership Organisation Data Group (MODG) and sits on the advisory panels for Imperial College Business School, Royal Docks School of Business & Law (UEL), Chartered Management Institute (CMI) and School Home Support (SHS).

John has Masters in Business (MBA) and Poetry (MA). Prior to joining Winmark he was Chair of The Impact Programme and a Captain in the Coldstream Guards. He is a twice published poet and recognised by the media as a commentator on business and contemporary verse.



## Lesley Stephenson

Lesley Stephenson is the Publisher of the Financial Times Board Director Programme and the Financial Times Non-Executive Director Diploma, the only formally accredited qualification for non-executive directors. Over 2000 people have attended the workshops under the Board Director Programme and the Diploma has over 1,000 graduates from around the world.

Lesley has been involved in corporate governance since 1992 when she was responsible for publishing the Report of the Cadbury Committee on the Financial Aspects of Corporate Governance.

In addition to her work on the FT Board Director Programme, Lesley has written for the International Corporate Governance Network (ICGN) and for three years was responsible for putting together their Annual Yearbook. She has also written regularly for the European Corporate Governance Institute (ECGI) and the Institute of Chartered Accountants of England & Wales (ICAEW) Non-Executive Directors Special Interest Group.

# INTRODUCTION

The demand for Non-Executive Directors (NEDs) continues to rise across all sectors as boards seek to drive growth and greater diversity; to develop a winning strategy and to implement good corporate governance. It is widely recognised that the perspective, wisdom and know-how of experienced NEDs within the boardroom can improve overall performance.

Many executives consider becoming a NED and see it as being a good transition into a post-retirement career. It provides an outlet for experienced executives and partners from professional service firms to continue to use their business experience. In addition, people who are still enjoying their executive career find that taking on a single non-competing NED role can significantly add value to their executive role as well as being the first step towards moving to a portfolio career in the future. Getting the first NED role is by no means an easy task and requires preparation and extensive networking.

This guide outlines the critical requirements and appropriate skills needed to become a NED, and explores the measures hopeful NEDs should take to ensure they are ready to make the transition.



“

The search for NEDs is a highly competitive arena: know your skills and knowledge base, be focused on what you're going for, be clear you have something to offer, and understand what the board is looking for

**Julie Chakraverty,**  
Former NED, Standard Life Aberdeen,  
Santander UK, Mitsui Amlin  
*Winmark NED Network member*

”

# GENDER AND BOARD DIVERSITY

Size of boards vary considerably from an average of 11 among FTSE 100 companies to 2-3 for SMEs. Here are some findings on the gender composition of FTSE 100 boards: from Winmark's Gender and C-Suite Roles review undertaken in November 2018.

- The 30% Club has achieved its aim on boards but not in Executive Teams. On average, boards are 31% female and Executive Teams 20%.
- Taking the average board size as 11 members, this roughly translates to 3 to 4 females on each board. This number drops to 1 or 2 females on the average 9-person Executive Team.
- Chairs of FTSE 100 Boards are still dominated by men, with women only taking up 6% of the role.
- Regarding career progression, it was found that 13% of men will make it from Executive to CEO and NED to Chair, while for women the chances are much lower at 4% (CEO) and 2% (Chair) respectively.

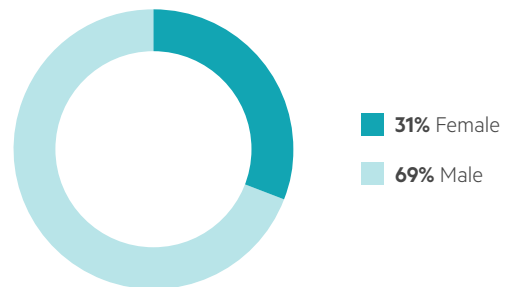


Embrace the different perspectives you bring. A board is stronger when the voices are distinctive

**Paul McCrudden,**  
NED, Card Factory, Advisory Board Member, National Trust  
*Winmark NED Network member*

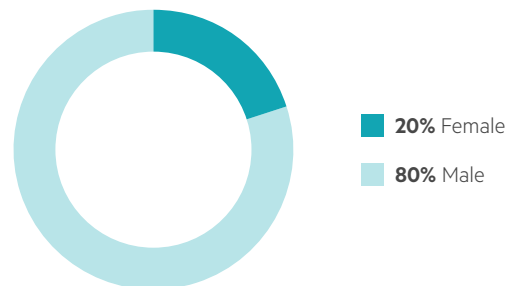


## BOARDS



The average Board has 11 members  
(7.4 male and 3.3 female)

## EXECUTIVE TEAMS



The average Executive Team has 9 members  
(7.1 male and 1.8 female)



# SOME INITIAL POINTS TO KEEP IN MIND WHEN CONSIDERING A NED ROLE

- Consider the type of organisation most suited to your skill set, such as SME, large company, listed plc – see **Where And When To Start?** section on page 12.
- Demonstrate passion about the role you want to undertake otherwise it will be difficult to land a position.
- Think critically about your own skills and what you can offer as a NED. Know your territory and be aware of your strengths and weaknesses.
- Do look at all the options and keep an open mind as you may find something you had not previously come across, which may be the perfect fit.
- Not all executives make good NEDs. Some people find the transition very difficult.
- Before you leap into a NED role you should ensure that your financial situation is stable, to be able to demonstrate independence. You should not plan on a NED portfolio as a direct financial replacement for your salaried career.
- Ensure you have the necessary time to be effective and carry out the function properly. In addition to attending board meetings, time must be allowed for preparatory reading, visits to establishments, ad hoc meetings and committee work. Accessibility of the NED is just as important as their availability. There will be times when decisions may be needed urgently. In this regard, a NED, must expect to be accessible 24/7.
- You should only consider taking on the role if you are prepared and ready to become a ‘critical friend’ to the executive, and remember your role is non-executive!

# SOME INITIAL POINTS TO KEEP IN MIND WHEN CONSIDERING A NED ROLE

**‘What is your compelling proposition? If you want to be a NED you have to have a ‘spike’ that boards look for (eg a Chief HR Officer would have board exposure and be perfectly suitable for Remuneration Committee).’**

*‘Normally, when I get asked for career advice by people planning to leave their executive role I start by asking them how rich they are. They are initially taken back but then they quickly understand that the need to have a regular substantive income has a significant impact on their choices and the number of six figure NED roles is very limited. I then share with them the fact that the big four exiting partner programmes tend to be devised around five years and that’s because it takes that long to build up your new career.*

*‘Armed with this knowledge my advice is usually to reduce their executive role to two - three days a week if possible for at least a year. This income should ideally cover their base costs and give them time to build up their supplementing income through their consultancy work or NED portfolio. People often say to me, “I wish someone had told me that three years ago”. Even the most senior business leaders find it difficult building their consultancy or portfolio of NED roles. Lots of successful entrepreneurs will say it takes at least three years to build a consultancy income.*

*‘Focusing on NED portfolios there is then the choices of sector, type of organisation and what the organisation needs from its board. The trick is not to pigeon-hole yourself into one area and to look for areas where you can add genuine value beyond governance.’*

**John Jeffcock,**  
Winmark

## Private Equity NEDs

PE firms like 3i and LDC make money through raising funds, investing, managing investments and selling their investments. As a result NEDs can help through sourcing deals, being on pitches to raise funds, being in the acquisition and sale process and creating value in the organisation they serve.

So, good governance for a PE firm means better run than the competition, higher value creation, less risk and greater efficiencies. Boards must deliver on the three Ps: Purpose, having the right strategy and a clear purpose; People, having the right people in the right roles doing the right thing; Process, having good and effective processes that stand up against the competition.

# SOME INITIAL POINTS TO KEEP IN MIND WHEN CONSIDERING A NED ROLE

## The Digital NED

Boards increasingly realise that it has become essential to have digital skills at the table and at Bank of America they recognise this and have appointed their CDO (Chief Digital Officer) to the top team. However, competent digital NEDs can be hard to find and boards do not always know what to recruit. Boards need to understand:

1. Their evolving role within their digital ecosystem and impact of the digital giants.
2. How cyber crime will impact them and the impact of catastrophic failure.
3. What the current competition is doing as well as who could become a competitor and how might they do it.
4. How their legacy it will hinder their progress.
5. The impact and opportunities new technologies, such as machine learning and ai, can bring to every part of the business and customer experience.
6. The opportunities and risks data presents and the resulting ethical challenges.
7. The way society and customers are changing their behaviours, the way they connect and build relationships.
8. How their business proposition and business model can be harnessed, scaled and evolved.
9. How agile and responsive their organisations can be in the face of fast paced radical change.
10. How they can ensure the organisation can innovate ahead of competition.
11. How they can develop their people to ensure they are digital champions rather than luddites.

It's never too late to learn and there are plenty of online courses for directors to brush up their digital skills.

# WHAT DO THE BEST NEDS LOOK LIKE?

There are several different traits excellent NEDs will have. John Jeffcock, founder of Winmark builds on Patrick Dunne's work and argues that there are five characteristics which are common to all:

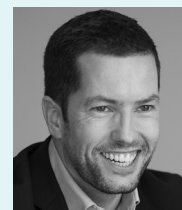
1. Great judgement, integrity and self-belief – NEDs need to be confident with what they know and comfortable with what they don't know. They are ready to ask questions when they don't understand something and be able to stand their ground when other board members try and close down a line of questioning.
2. Strong interpersonal, social skills and good listener – An important characteristic is knowing how to listen and how to listen in an active manner. Don't just focus on top-level management; those at the coal face can contribute fresh thinking. Look for opportunities to chat and bounce ideas with non-board members. Initiate 'site' visits. Remember we have two ears and one mouth and they should be used proportionately!
3. Great antennae – for example, knowing where to look in the board pack, what to ask when touring the company offices or sites, or spotting issues with the CEO or CFO.
4. Very good at managing conflict – either around the boardroom table or in a transaction environment.
5. Independence – NEDs are independent directors and need to ensure they vigorously retain their independence.

Great NEDs should keep themselves up to date not only with corporate governance guidance, but also generic opportunities and threats such as cyber security, automation, digitalisation, and revenue enhancement/new business opportunities to introduce to the CEO.



Only take a NED position in a company which you feel passionately about now, or could do in future. If you feel inspired by the business, you will give your time and energy more willingly and get more back from it

**Anne Morrison,**  
Chair of International Committee,  
BAFTA, Chair, Pearson College  
London, Board Member, Women in  
Film and Television UK  
*Winmark NED Network member*



When thinking about a NED position, I ask myself three questions: One, am I passionate about the business? Does its core purpose align with mine? Two, do I like and trust the people and culture of the firm? And three, can I add value?

**Robert Gardner,**  
NED, Redington  
*Winmark NED Network member*



# WHERE AND WHEN TO START

Breaking through and gaining that first NED role is often challenging and if you wait until the last days of your executive career the road ahead may be longer and tougher than if you had started earlier. As mentioned earlier, if your employer is supportive and will allow you to take on a NED role as part of your professional development, there are real benefits to your employer too.

If there are group wide redundancies, you might be able to avail of an outplacement package, which can provide mentoring support, interview practice and CV review by a specialist NED recruiter.

It is critical that you take the time to choose the right first role as this will signal the scale and type of company you are interested in and you can position yourself accordingly for future opportunities. Be cautious about taking the first opportunity that comes along. Take time to research sectors and organisations properly.

Consider the type of roles available as all come with different responsibilities and remuneration:

- Plc FTSE 100
- Plc FTSE 250
- Plc Small Cap
- Plc AIM and Mid-Market
- Private Equity
- Charity Trustee roles
- Public Sector – NHS
- Public Sector – Other
- Third Sector – Housing Associations, others
- School Governor Roles



Be curious, competent and compassionate, whilst recognising that as a NED you need to challenge and support in balanced measure

**Wendy Barnes,**

NED, Southern Water, OCS Group UK,  
Scottish Power Energy Networks  
*Winmark NED Network member*



# WHERE AND WHEN TO START

Executive search companies look for a minimum of 10 years' board experience. Therefore do volunteer to become a school governor or charity trustee. These experiences all count.

Most senior professionals are so preoccupied with their own businesses or careers that they simply don't make the time to develop a strategy for the transition to a portfolio career.

Lawyers, accountants, management consultants, often face greater challenges due to the advisory nature of their role, as they are perceived to have little operational experience, but their professional experience with diverse clients can be highly relevant. This would need to be effectively communicated through your CV to demonstrate analytical and influencing skills.

Chartered Accountants can make highly effective chairmen of audit committees; Lawyers can add substantial value especially to not-for-profit organisations and start-ups; Partners from professional service firms come with a strong set of analytical skills; questioning and probing skills; communication skills - all highly relevant as a NED/board member.

The importance of networking cannot be overstated. Your network makes you powerful. Every single meeting you have outside your organisation can be of value and eventually you could have members of your network talking to others on your behalf.

- To be thought of as a potential NED, it is important to tell people your plans.
- Use LinkedIn strategically; connect with a number of people you know, who might know of potential opportunities with the companies or sectors you are interested in. Contact CEO's you used to know, who are on other boards.
- Offer to speak at events, being seen, being heard, being read are all valuable ways to get noticed!

**'Ask yourself some pertinent questions - what experience do you have?  
How can this be used? Do you wish to be remunerated or not?'**

# MAKING THE TRANSITION - SUPPORT AND RESOURCES

There are multiple support networks to help you get started and also to make the transition easier by drawing on the experiences of others who are making the same journey. Joining networking groups, such as Winmark will grow your connections and knowledge, and thereby increase the number of people you know who could potentially help you land that first position.

There are specialist search firms such as Hanson Green, Odgers and Zygus that can also provide advice and help. It is worth developing relationships with several search firms to make sure that they know that you're interested in a non-executive directorship. But 'don't hold your breath', the likelihood of landing a role via search firms is small. Your career, your drive, your actions are much more likely to deliver the desired result!

On average, NEDs are contracted to work two days a month on one role. While this may seem like less workload compared to a full-time executive, the amount of thought and preparation required to be a successful NED means that it is very difficult to juggle more than four at the same time. Rather, aspiring NEDs should aim to make a success of their first role before considering taking on further roles. In addition, bear in mind that when first starting a NED role time needs to be spent getting to know the organisation. And if there is a crisis or the organisation is in the middle of a transaction, the time commitment can be a great deal more.



It is important not only to make your point but to make it in a way that it is listened to. Influencing in the right way at the right time is a core skill for an NED

**Andrew Allner,**  
Non-executive Chairman, The Go-Ahead Group PLC, SIG plc, and Fox Marble Holdings PLC  
*Winmark NED Network member*



Be patient – if your point doesn't land first time but you feel it is important that it is heard, then regroup, rephrase and try again until you know it has been considered

**Wendy Barnes,**  
NED, Southern Water, OCS Group UK, Scottish Power Energy Networks  
*Winmark NED Network member*



# YOUR APPLICATION

Before applying make sure you understand the company and what is happening within the sector. One route to being a NED is to offer to start with a project for a client, for a fixed fee, and fixed time. One you're talking to a potential client, listen to what they're up to and figure out if you've got the skills to help out on a project. This can be a useful way of demonstrating your value, but also for you to see if you would like to work for them. This involves understanding the issues and trends, who the competitors are and what they are doing. It is essential that you do as much reading as possible, including media coverage and analyst reports and of course search the web as extensively as possible. A detailed study of the company's website is absolutely critical, as is looking at the websites of their competitors. If you get to an interview, the interviewer will be considering the balance of skills, the added value you will bring, and the likely chemistry with the whole board.

- Make sure to position your unique 'value add' carefully against your target company's needs.
- Be persistent and imaginative.
- Demonstrate that you've done 'your homework'.
- Empathy is important to position unique proposition.
- Demonstrate that your interest is being NON-EXECUTIVE, and you understand the difference between executive and non-executive.
- Demonstrate that you will allocate whatever time is required for the role.

**'It can be a lengthy process, and therefore it can be tempting to compromise on what you want. You need a balance between what you ideally want, and what's realistic.'**

**'Networking is vital. Take your experiences and find a way to match these with the people you're talking to. Remember that people like giving advice – ask people you've worked with and for.'**



# THE BEST CV

- Aim for 2-3 pages maximum.
- No fancy fonts.
- Plain language.
- Reverse chronological order.
- Use numbers to show scale and context.
- Include your address, contact details and link to your LinkedIn profile.
- Use the header for your name.
- Tailor your CV to the specific role, whilst ensuring that all material appointments are included.

## Experience

- About your employer (t/o; total number of staff and its prime activity).
- Roles/Tasks of influence.
- Job titles mean different things in different organisations, so ensure that you convey what you intend.
- Achievements, such as a successful merger or acquisition.
- Refer briefly to any work with charities or voluntary organisations, work in your community, school governor roles etc. If you don't have any executive board experience, such roles take on more importance.
- Personal interest, and other skills e.g. languages.

**'Market yourself! You need multiple CVs and elevator pitches depending on the role you're going for. This will require stylistic change, as you need to target your CV to the particular role – a role in the third sector is different to a role in an investment bank!'**

**'You join the board, the board doesn't join you! You've got to have a grasp of the culture.'**

# YOUR APPLICATION FORM

- Use the person specification to guide you on the points to cover.
- On an application form consider the questions carefully – how do they reflect the person specification.
- Be concise.
- Motivation and ability – demonstrate your desire to contribute and how your expertise is relevant.
- Highlight skills such as strategic thinking, evidence-based judgement, and decision making.



Consider why you want to become a NED, then go about developing the skills that will be required to be an effective board member

**Tangy Morgan,**  
Senior Advisor, Bank of England,  
Prudential Regulation Committee  
*Winmark NED Network member*



I have three rules for accepting a NED position: I must understand the business, I must be able to add value, and I must feel comfortable with the people and culture

**Moni Mannings,**  
NED, Polypipe plc, Investec Bank plc, Dairy Crest plc and Trustee, Barnardo's



# ONCE YOU ARE IN A NED ROLE

The role of every board and NED is:

- Effective governance and risk management.
- Development of strategy.
- Performance oversight and challenge.
- Board and executive committee succession planning.
- Stakeholder management and building relationships.

Once on the board, a NED should engage fully. They should allocate enough time for the job, get to know key people at both the board level and below, ask the basic questions and insist on digging behind the data where appropriate and maintain the capacity to deal with crises.

Moreover, a new NED should ensure that an appropriate induction programme is put in place.



A NED has to ensure the business never stays still. Use your influence to help it evolve

**Paul McCrudden,**  
NED, Card Factory, Advisory Board Member, National Trust  
*Winmark NED Network member*



Get to know your fellow NEDs and members of the executive on an individual basis. That way you'll be able to maximise your influence and understand any sensitivities

**Anne Morrison,**  
Chair of International Committee, BAFTA, Chair, Pearson College London, Board Member, Women in Film and Television UK  
*Winmark NED Network member*



# TRUSTEES

As the FRC (Financial Reporting Council) says, 'Non-executive directors should devote time to developing and refreshing their knowledge and skills, including communication skills, to ensure that they continue to make a positive contribution to the board. Key skills are objectivity, carving out appropriate relationships with fellow board members, and having the capacity to make time for the role.'

Although there are similarities with the role of NEDs in terms of behaviour and board participation, there are also important differences. Trustees are usually not remunerated, and the Board may comprise only Trustees, or it may have just one executive, the CEO, as a member. The legal duties and responsibilities are different for charity trustees compared to company directors. The same principles of ethics, independence and professionalism are common to both roles.



“

When your instinct tells you there is a problem there usually is even when everyone else does not recognise it

**Michael Rosenberg,**  
Chairman, Catalyst Media plc  
*Winmark NED Network member*

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“

My path to becoming a NED was through being a charity trustee and chairman - it gave me a solid grounding in governance

**Paul McCrudden,**  
NED, Card Factory, Advisory Board Member, National Trust  
*Winmark NED Network member*

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# EFFECTIVE BOARD MEMBER BEHAVIOUR

## EXAMPLES OF BAD BEHAVIOUR

### Forgets the line between governance and executive

- Interferes in operational details.
- Forgets about the purpose of the organisation.
- Sidesteps the Chief Executive to direct staff inappropriately.

### Doesn't handle crises well

- When faced with crisis demands more paperwork/meetings.
- Assumes someone did something wrong.
- Focuses on what happened rather than what can be done.

### Hijacks the meetings

- Or allows them to be hijacked by fellow directors.
- Points out spelling or grammatical mistakes during the meeting.
- Goes into questioning about details.
- Raises critical issues at the very end of the meeting.

### Thinks that the work of the director is done at the meetings

- Doesn't engage with the organisation between meetings.
- Fails to respond to emails.
- Has to be chased.

## EXAMPLES OF GOOD BEHAVIOUR

### Remembers the line between governance and executive

- Confines themselves to setting or reminding the executive of the vision/direction and allows them freedom to deliver.
- Gets involved in subcommittees or specific projects if needed.

### Responds well in a crisis

- Realises that more paperwork doesn't help. If the organisation is sufficiently well structured, whether things are going well or badly shouldn't necessitate the need for more time – just different conversations.
- Doesn't seek to blame.
- Focuses on 'what next?'

### Doesn't hijack the meeting

- Only points out any grammatical or spelling mistakes in the paperwork if it's material to decision making or image and does so in advance of the meeting or afterwards.
- If they have any detailed questions asks them in advance of the meeting to maximise time during the meeting.
- If they have anything additional to contribute – raises it in advance of the meeting so it can go on the agenda or at the very beginning so the Chair can decide how to handle it.

### Understands the need to be involved outside formal meetings

- Engages with the organisation between meetings – offers support and expertise when needed.
- Responds to emails promptly.
- Reads communications and responds appropriately – even if just to say 'thanks and well done'.

# EFFECTIVE BOARD MEMBER BEHAVIOUR

## EXAMPLES OF BAD BEHAVIOUR

### Focuses on the wrong things

- Thinks that the main measure of success is the revenue/profit.
- Forgets to keep things in perspective.
- Doesn't focus on the end user.
- Forgets that it's a board and majority rule.

### Thinks they're the expert

- Doesn't listen.
- Puts the executive on the defensive.
- Thinks they could do a better job.

### Doesn't act like part of a team

- Lets personal interests and opinions get in the way of group decisions.
- Fosters cliques within the board.
- Obsessed with own agenda at the expense of group coherence.
- Inappropriate relationships with staff.
- Tendency to attack the executive, or assume that something hasn't been done or hasn't been done well.
- Questions aggressively as if they're trying to catch someone out.
- Never praises and tries to catch people doing something wrong.

## EXAMPLES OF GOOD BEHAVIOUR

### Focuses on the right things

- Remembers that revenue is simply one of the resources needed to help to achieve the organisation's strategy.
- Remembers that good times come and go and that it's rarely someone's failure or fault.
- If the board out-votes them, lets it go and moves on.

### Recognises the knowledge and skills of the executive

- Assumes that the executive is working hard and doing the right things and asks questions that are supportive and further the work.
- Recognises that the experts in the organisation are the executive not the board.
- Treats the executive as professional experts whose job is to advise the board when decisions need to be taken.

### Acts like a team member

- Fosters positive relationships with all other board members and the executive.
- Helps ensure all board members have the chance to contribute.
- Appropriately engages with staff.
- Works for the interest of the group, not self interest.
- Realises that the board and the executive are a team that needs to work together to achieve the strategy of the organisation.





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