

Preparing to be a Non-Executive Director

A PRACTICAL GUIDE TO MAKING
THE TRANSITION FROM EXECUTIVE
LEADERSHIP TO BOARD CONTRIBUTION

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Introduction

For many senior executives, becoming an Independent Non-Executive Director represents an exciting new chapter: an opportunity to remain involved in business, contribute experience built over many years and work with different organisations and leadership teams without carrying day-to-day executive responsibility.

The transition, however, is not automatic. Competition for high-quality Board appointments is significant and an outstanding executive career does not by itself guarantee a successful move into a Non-Executive portfolio. The most effective candidates recognise that the change requires a different mindset, market positioning and approach.

After perhaps 20 or 30 years of being rewarded for making decisions and delivering results, the emphasis shifts to independent judgement, oversight and constructive challenge. Put simply, the transition is from running the business to helping oversee how the business is run.

This also changes how you present yourself. Your CV, interview approach and network should communicate not simply what you have achieved, but why that experience is valuable around a Board table. For executives from regulated financial services, a strong SMCR track record can be particularly relevant and should be highlighted positively.

There is no single route to a first appointment. Some executives secure a NED role while still working full-time; others use advisory, fractional or trustee positions as a bridge. Board education can help develop knowledge, but no course, qualification, search firm or network can guarantee an appointment.

A useful question to keep returning to is:

“Why would a Chair want me around their Board table?”

The Beginning

Treat the transition as a deliberate project. Decide what kind of organisations you want to serve, what Board problems your experience can help solve and how much time you can genuinely commit. Be prepared for the first appointment to take longer than expected and focus on securing the right role rather than simply the first available role.

Understanding the Roles and Choosing a Market

Board titles carry different responsibilities and often require different levels of prior Board experience. Target roles that match your expertise and stage of transition rather than approaching every vacancy with the same proposition.

Start with a focused market map: sectors where your knowledge is relevant, organisations at the right scale and stage, and two or three Board capabilities you can evidence. A former CFO may lead with Audit Committee credentials; a former CRO with Risk Committee expertise; a commercial CEO with strategy, customers and growth. Tailor each approach to the Board's actual needs. Chair and SID appointments may be longer-term goals for someone without prior Board experience.

Advisory and Fractional Work as a Bridge

Advisory projects, mentoring and fractional executive assignments can provide a useful bridge while seeking a first independent NED appointment. They can keep sector knowledge current, create relationships and generate income while demonstrating the ability to support leaders without owning every operational decision.

Keep the distinction clear: an adviser or fractional executive may deliver work directly, whereas a NED has formal Board responsibilities and collective accountability. Consider conflicts, independence, confidentiality and time commitments before accepting any appointment.

Role	Typical Contribution
Chair – SMF9	Leads the Board, sets its agenda and builds an effective relationship with the Chief Executive. Usually requires substantial Board experience.
Senior Independent Director – SMF14	Supports and challenges the Chair, provides a route for concerns and may lead the Chair's evaluation. Typically follows established Board service.
Audit Committee Chair – SMF11	Oversees financial reporting, audit and internal control; particularly suited to senior finance, audit and governance backgrounds.
Risk Committee Chair – SMF10	Leads Board scrutiny of risk appetite, controls and emerging risks; especially relevant to experienced risk and regulated-business leaders.
Remuneration Committee Chair – SMF12	Oversees executive pay, incentives and alignment with long-term outcomes, requiring judgement on people, performance and governance.
Nominations Committee Chair – SMF13	Leads Board oversight of succession planning, Board composition, appointments and leadership development. Ensures the Board maintains an appropriate balance of skills, experience, independence and diversity to support the organisation's long-term strategy.
Independent Non-Executive Director	Provides independent judgement on strategy, performance, culture, succession and accountability and may serve on one or more committees.

Is a Non-Executive Role Right for You?

Executive leadership rewards pace, decisions and direct ownership. Board work requires a different discipline: understanding the business deeply enough to ask useful questions, offering support and challenge, and leaving management responsible for execution. An effective NED can influence an outcome without taking the driving seat.

Consider whether you enjoy testing assumptions, hearing opposing views and reaching collective decisions. Board service also brings preparation, legal duties, stakeholder contact and occasional periods of intense demand. It may not suit someone whose principal motivation remains running an organisation day to day. This is where Advisory or Fractional assignments can be an alternative option.

Understanding the Time Commitment of an Independent Non-Executive Director

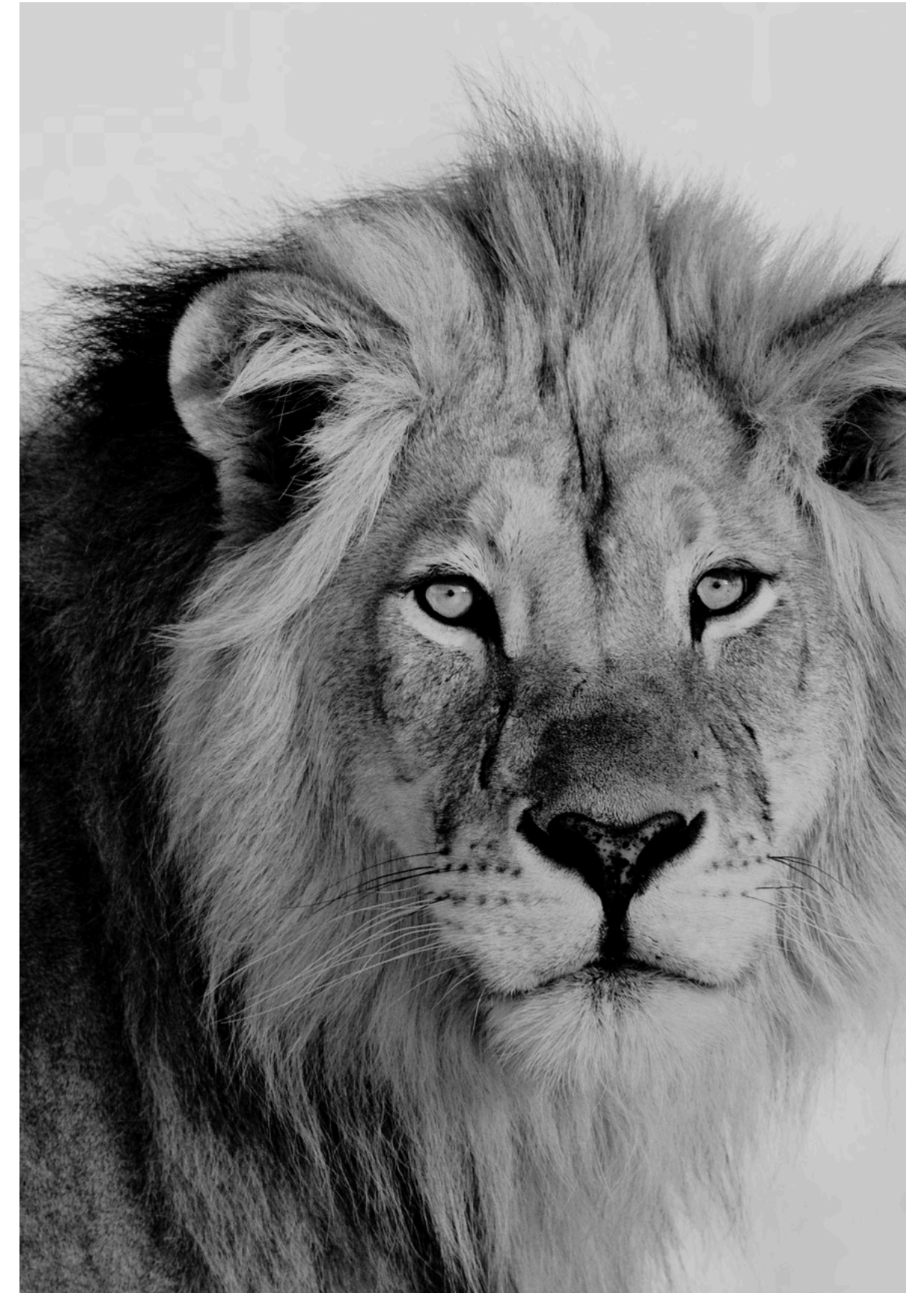
One of the most important considerations when preparing for an Independent Non-Executive Director (INED) position is understanding the actual time commitment involved. While appointments are often described in terms of a specified number of days per year, the reality can be considerably more demanding, particularly within regulated financial services organisations.

An INED may be expected to attend regular Board meetings alongside two or three committee meetings in a given month, depending on their responsibilities and the organisation's governance structure. Beyond attending meetings, significant time must be allocated to preparation, including

reviewing potentially extensive Board and committee packs, understanding financial and risk reporting, and formulating appropriate questions and challenges.

Additional commitments may include strategy days, regulatory engagement, training, stakeholder meetings and responding to unexpected issues requiring Board attention. There is also the practical challenge of coordinating diaries with fellow Board members, often at relatively short notice.

Prospective INEDs should therefore carefully consider whether they have the flexibility, capacity and willingness to devote the necessary time, particularly when balancing multiple appointments or ongoing executive and advisory responsibilities. Importantly, candidates should be prepared to demonstrate during the selection process not only that they understand these expectations, but that they have sufficient time and flexibility to fulfil their responsibilities effectively.



Make the Transition Visible on LinkedIn

When the time is right, a thoughtful LinkedIn announcement can let former colleagues, chairs, investors and search consultants know that you are exploring a new chapter.

State the kind of boards and challenges where you can contribute, backed by a few specific elements of your experience.

A short, confident message will often be more effective than a broad declaration that you are open to any board role.

Align the headline, About section and experience with the same proposition. If you remain in full time employment, first check what you and your employer have agreed about external appointments and public announcements.

Understanding Your Board Style, Personal Development and Choosing the Right Opportunity

An important part of preparing for a Non-Executive Director career is developing a clear understanding of the type of Board member you wish to become, recognising that your approach should be rooted in your personality, experience and natural leadership style. Some individuals bring an active, questioning and challenging approach, while others contribute through thoughtful reflection, careful listening and considered judgement.

Neither style is inherently more effective; successful Boards benefit from a balance of personalities, perspectives and approaches that encourage constructive debate and effective decision-making.

Equally, however experienced an individual may be, becoming an effective NED requires a commitment to continuous learning and personal development. Recognising gaps in your knowledge, identifying areas for improvement and demonstrating an active development plan are important indicators of self-awareness and Board readiness.

Resilience is another essential attribute, particularly during the appointment process, which can be lengthy and demanding, involving multiple stakeholder interviews, extended periods between stages and, inevitably, occasional disappointment. Finally, choosing the right Board is just as important as securing an appointment. Not all organisations view their Boards in the same way; some executive teams actively value independent challenge, strategic contribution and external perspective, while others may regard governance as a necessary obligation rather than an opportunity to strengthen the business.

Prospective NEDs should therefore use the interview process as a genuine two-way assessment, exploring the organisation's culture, the relationship between the Board and executive management, and whether their own style, values and experience will enable them to make a meaningful contribution.

Changing Your Interview Mindset

A NED interview is fundamentally different from an executive interview. Your achievements remain important, but the question changes from “What have you done?” to “How will your experience enable you to contribute around our Board table?”

Moving from delivery to oversight

The Board is not appointing another executive. It is seeking independent judgement, strategic contribution, oversight of performance and risk, support for management and constructive challenge. Candidates therefore need to demonstrate a clear understanding of the boundary between governance and management.

Reframing your executive experience

Translate achievements into Board relevance. If you led a major technology transformation, for example, explain how that experience equips you to challenge investment assumptions, implementation risk, customer impact, operational resilience and the quality of information reaching the Board. The experience has not changed; the perspective has.

From “I” to “we”

Boards operate collectively. Strong candidates demonstrate that they can bring expertise and express a different view without needing to dominate discussion, and that they understand collective responsibility once a Board decision is made.

Demonstrating constructive challenge

Prepare examples of occasions when you challenged a CEO, Chair or senior colleague. Focus on how you used evidence, listened to other views and exercised judgement about when to question,

when to support and when an issue required further escalation.

Remember that you are also assessing the Board

A NED interview is a two-way process. Understand the organisation's strategy, financial position, ownership, culture, regulatory environment and principal risks. Explore Board dynamics, the Chair/CEO relationship, management information, regulatory relationships and why the appointment is being made. The objective is not simply to secure a Board seat, but to accept one where you can contribute and are comfortable with the responsibilities.

The Sayer Haworth view

An impressive executive career does not automatically translate into an impressive NED interview. The strongest candidates have thought carefully about how their experience, judgement, independence and perspective will help a particular Board make better decisions. Consideration on the value you are bringing to the organisation is a key consideration, what is your personal value proposition.

Preparing for a Non-Executive Director Interview

There is no standard NED interview, but candidates should expect discussion to focus less on executive delivery and more on judgement, independence, governance, constructive challenge and Board contribution. Preparation should focus on relevant examples rather than memorised answers.

1 Why do you want to become a Non-Executive Director?

Be clear about your motivation, why now and why Board work genuinely appeals to you.

2 Why are you interested in this particular organisation?

Demonstrate that you understand its strategy, culture, ownership, financial position and principal challenges.

3 What would you bring to our Board?

Identify two or three areas where your experience is particularly relevant rather than simply repeating your CV.

4 What do you believe is the role of an Independent Non-Executive Director?

Articulate the distinction between executive management and independent oversight, challenge and governance.

5

Tell us about a time you challenged a Chief Executive or another senior colleague.

Use an example demonstrating judgement, independence and constructive challenge rather than confrontation.

6

How would you respond if you fundamentally disagreed with the Chief Executive?

Consider evidence, escalation, relationships, governance and collective Board responsibility.

7

What makes a highly effective Board?

Think about composition, information, trust, diversity of thought, Board dynamics and the Chair/CEO relationship.

8

What are the biggest strategic challenges facing our organisation?

Move beyond generic sector trends and show what could materially affect this organisation over the next three to five years.

9

How do you decide when to challenge and when to support management?

Demonstrate judgement and an ability to combine independence with a constructive executive relationship.



10

Tell us about a decision that went wrong.

Show self-awareness, what you learned and how the experience changed your subsequent judgement.

11

How would people who have worked with you describe your style?

Consider how you listen, influence, disagree and operate alongside other experienced individuals.

12

Where might you have gaps in your experience?

Good directors understand both the value they bring and where they need to rely on the expertise of others.

13

How would you respond if you fundamentally disagreed with the Chair or fellow Independent Non-Executive Directors?

Demonstrate your ability to exercise independent judgement, challenge constructively and manage differing opinions while maintaining effective Board relationships. Consider the importance of diplomacy, collective responsibility and knowing when to seek resolution or formally record concerns.

14

How will you remain sufficiently informed without becoming operational?

Explain how you would use Board papers, committees, management engagement and independent information appropriately.

15

What would you do if you had concerns about the culture of the organisation?

Consider how you would look beyond formal Board reporting to understand what is really happening within the organisation.

16

What questions do you have for us?

Use your questions as part of your own due diligence: understand priorities, Board dynamics, challenges and why the appointment is being made.

Preparing Your Examples

Prepare a small bank of examples demonstrating strategic judgement, constructive challenge, influencing without direct authority, difficult decisions, uncertainty, conflicts of interest, failure and significant change. Do not force a prepared example into every answer; use them naturally.

Highlighting Your SMCR Track Record

For executives from UK financial services, a strong record under the Senior Managers and Certification Regime should be clearly highlighted and something to be proud of. Holding an SMF such as SMF1, SMF2, SMF4, SMF5, SMF3 or another significant Senior Management Function demonstrates experience of personal accountability in a regulated organisation. It can provide valuable evidence of regulatory understanding, governance, judgement and familiarity with operating at Board and Executive level. Make your SMF history clearly visible on your NED CV.

Courses Can Help but Cannot Secure an Appointment

Board education can build familiarity with directors' duties, governance, financial oversight and Board dynamics. The Financial Times Board Director Programme, including its NED diploma and workshops, is one example. Training can help test motivation and close knowledge gaps, but it is not a guarantee of a Board seat. Appointment panels will still assess judgement, independence, constructive challenge, time commitment and fit.

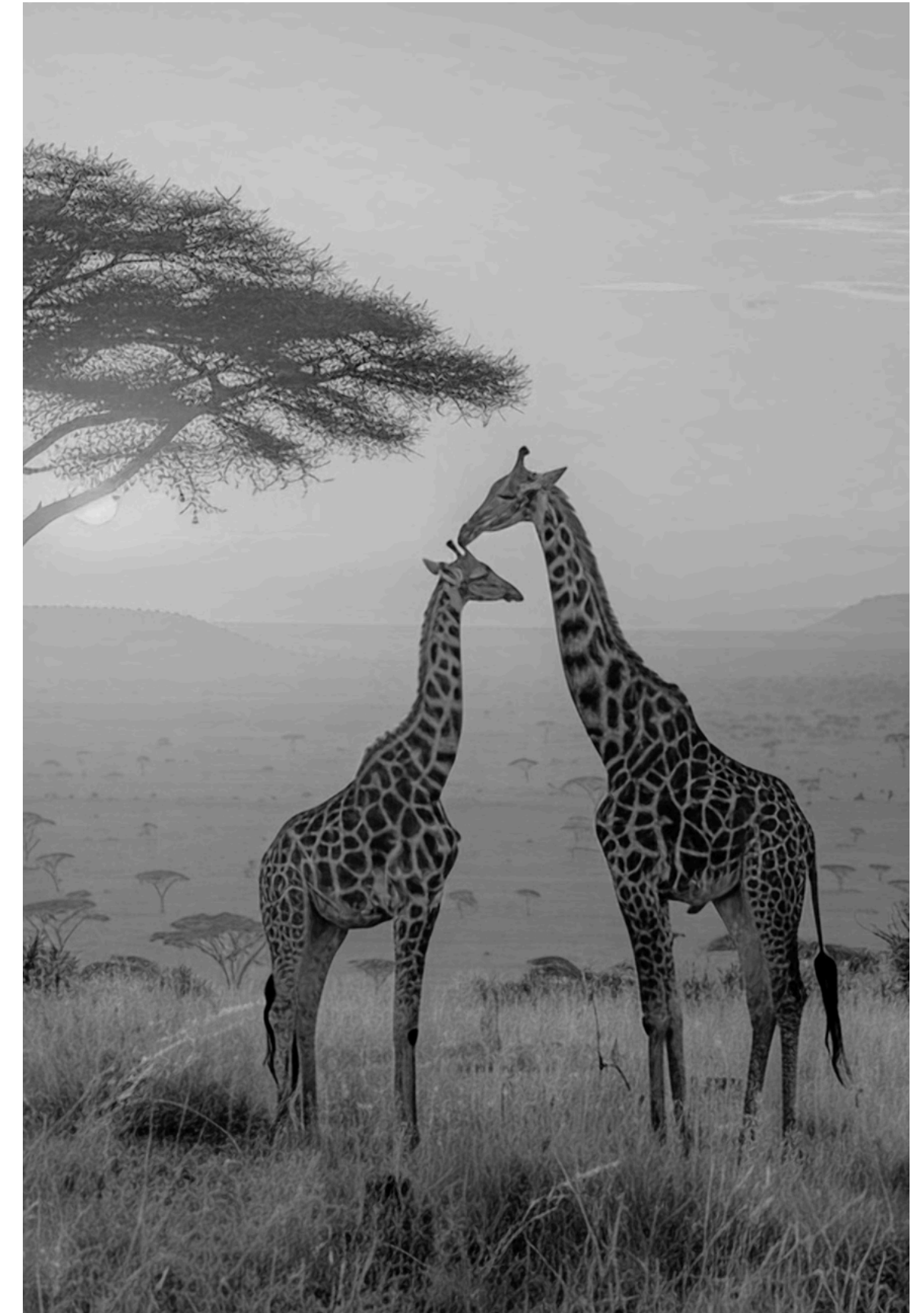
Building Experience and Market Visibility

Some employers support senior executives taking an external NED appointment alongside a full-time role. This can broaden perspective and develop Board experience, but requires employer consent, careful management of conflicts and confidence that sufficient time is available for preparation, meetings and unexpected events.

Trustee roles can also provide useful exposure to Board papers, committee work, collective decisions

When appropriate, make the transition visible. LinkedIn should communicate the kind of Boards and challenges where you can contribute, supported by specific elements of your experience. Align your headline, About section and career history with the same proposition and make relevant SMCR credentials searchable.

Remain connected after leaving executive employment. Maintain relationships with Chairs, former colleagues, investors, advisers and executive search firms, keep sector knowledge current and provide periodic, substantive updates about your interests and availability. Be purposeful rather than simply communicating that you are open to any NED role.



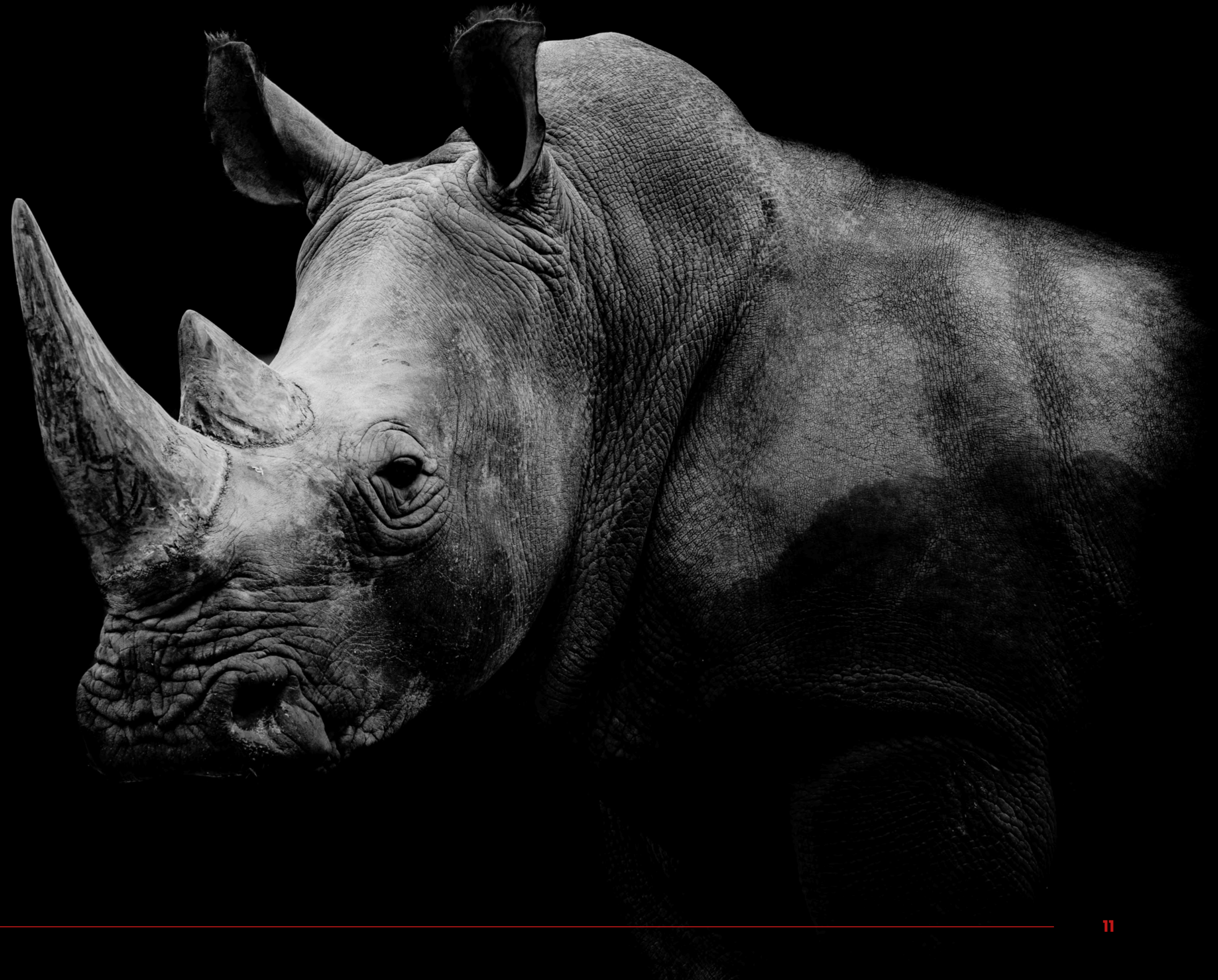
The Sayer Haworth View

Your NED CV Is Not Your Executive CV

One of the most common mistakes is simply adding “Non-Executive Director” to an existing executive CV. A strong NED CV is a different document: an executive CV demonstrates what you managed and delivered; a NED CV demonstrates what you can contribute to a Board.

Reframe executive achievements through a Board lens. The first page should quickly answer: Who are you? What perspective do you bring? What are your areas of expertise? Which Board or Committee roles suit you? As your portfolio develops, Board appointments should take greater prominence and the historic executive career should become more condensed.

Tailor the document to each appointment. An Audit Committee Chair CV should emphasise different evidence from a Risk, Remuneration or general INED application. On some occasions you may be asked to write a cover letter on your motivations for applying for a Non-executive position.



A Practical Starting Plan

DEFINE YOUR BOARD PROPOSITION

Identify the sectors, organisation types and two or three areas of Board expertise for which you want to be known.

DECIDE WHICH BOARD ROLES SUIT YOUR EXPERIENCE

General INED, Audit, Risk or Remuneration Committee roles, with Chair or SID potentially forming part of a longer-term portfolio.

ASSESS WHETHER THE TRANSITION IS RIGHT FOR YOU

Test your motivation, appetite for oversight and challenge, and realistic time capacity.

TRANSLATE YOUR EXECUTIVE CAREER INTO BOARD VALUE

Identify evidence of strategic judgement, governance, challenge, risk oversight, culture and decision-making.

HIGHLIGHT YOUR REGULATORY TRACK RECORD

Make relevant SMF appointments and personal accountability clearly visible.

DEVELOP YOUR BOARD CV AND PROFESSIONAL PROFILE

Create a dedicated NED CV, concise biography and consistent LinkedIn positioning.

PREPARE FOR A DIFFERENT INTERVIEW

Demonstrate independent judgement, constructive challenge and the ability to influence without executive authority.

CONSIDER STEPPING-STONES

Trustee, advisory or fractional roles can add governance exposure, maintain relevance and broaden your network.

BUILD AND MAINTAIN YOUR BOARD NETWORK

Reconnect with Chairs, NEDs, former colleagues, shareholders, advisers and relevant search firms with a specific proposition.

UNDERTAKE YOUR OWN DUE DILIGENCE

Understand the organisation, strategy, finances, culture, regulation and Board dynamics before accepting an appointment.

BE PATIENT AND REMAIN VISIBLE

The right first NED role can take time, so maintain your network, knowledge and professional profile.

About James Sayer

James Sayer has 25 years' experience in executive search, with a particular focus on the UK and international Financial Services sector. Throughout his career, he has successfully partnered with banks, building societies and other financial institutions on the appointment of Board Directors, Non-Executive Directors, Chairs and senior executives, including a wide range of regulated Senior Management Function (SMF) appointments.

As part of Sayer Haworth, James works closely with Boards, Chairs, CEOs and Nomination Committees, advising on Board composition, succession and the identification and assessment of senior leadership talent. His experience provides a practical perspective on what organisations look for when appointing Non-Executive Directors and how senior executives can successfully position themselves for the transition from an executive career to the Boardroom.



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