

Preparing for

Board Service

A Guidebook

Patina Solutions,
in cooperation with Milwaukee Women inc,
developed this guidebook to help professionals
better understand functions and operations of
Boards of Directors, covering...

- Introduction to Boards of Directors
- Learning Channels
- Board Readiness
- Developing a Plan of Action



THIS GUIDE PROVIDES AN OVERVIEW OF BOARD SERVICE WITH VARYING DEGREES OF BOARD GOVERNANCE AND RESPONSIBILITIES.

COMMON TYPES OF BOARDS



FOR-PROFIT
Publicly held corporation or company



FOR-PROFIT
Private company (family or group)

BOARD TYPE & GOVERNANCE

Referred to as a Corporate Governance Board

Like a corporate board in many ways. Referred to as a private company Governance Board

PURPOSE OF BOARD

Provide fiduciary responsibility to the shareholders of the company. Govern and set policy and strategy for the company and advise the CEO and leadership team.

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DIRECTOR COMPENSATION

Directors hold paid position – usually a combination of stock, flat fee and fee per meeting. Compensation depends on the size of the company.

Directors hold paid position. Compensation depends on the size of the company and the number of meetings and board engagement.

To learn more about different types of boards, visit:
managementhelp.org/boards/duties/comparing-boards.htm



FOR-PROFIT

**Smaller private
company
(family or group)**



NON-PROFIT

Organization

*Referred to as a Corporate
Governance Board*

Provide advice to the CEO/
business owner on strategy,
policies and key topics.

Directors may or may not hold
paid position. Compensation
level depends on the size of the
company and the number of
meetings and board engagement.

*Referred to as a Non-Prof t
Governance Board*

Provide fiduciary responsibility
to the non-profit organization.
Govern and set policy and
strategy for the organization
and advise its leader.

Directors are not
compensated.

**“AFTER NUMEROUS STUDIES
AND STATISTICS, ONE THING
IS CLEAR: SUCCESSFUL COUNTRIES
AND COMPANIES HAVE,
ON AVERAGE, MORE FEMALE
CORPORATE DIRECTORS.”**

JOHN OKRAY

Chair of the Federal Bar Association's Corporate
and Association Counsel Division

Some boards, corporate and private company governance boards in particular, utilize committees within the board that meet regularly and are charged with specific tasks and responsibilities.

TYPICAL COMMITTEES INCLUDE:

AUDIT COMMITTEE

Oversees the integrity of the financial statements and internal controls, including review of the scope and the results of the audits of the internal and independent auditors. Oversees the company's compliance with legal, ethical and regulatory requirements.

NOMINATING AND GOVERNANCE COMMITTEE

Identifies and evaluates all potential board candidates, whether initially recommended by management, other Board members or shareholders. Develops and annually reviews governance guidelines for the company and oversees other governance matters.

EXECUTIVE COMPENSATION AND BENEFITS COMMITTEE

Establishes the compensation of the CEO and other executive leaders, based on evaluation of performance to targets. Oversees and approves the company's compensation and benefits policies, plans and administration.

Other committees may be created to oversee key areas of the business related to the products, industry, the public, etc., such as a Safety/Environmental Compliance Committee, Community Affairs Committee, Product Risk Committee, etc.

Usually, board meetings are fairly formal in structure. An agenda of key issues is utilized by each Committee and the Board as a whole. Formal notes are taken and actions are reviewed. Most boards meet a minimum of four times per year.

LEARNING CHANNELS AND EXAMPLES

There are ways to learn about Boards, starting with education on general terms and definitions, through personal engagement with experts, and by reading corporate proxy statements.

LEARNING CHANNEL	HOW
Learn from the experts – people on Boards (current and past)	Network! Meet with leaders within your company that sit on boards or work with your own company board.
Attend a Board meeting	A presentation to the Board during one of its meetings provides insights into the type of discussion.
Websites – Women-centric organizations, associations, formal board organizations and many others	There are so many good sites available. Start with a general search on “Board of Directors” or “Women Board Leadership.”
Conferences/Events	Legal and accounting firms often work with boards and hold conferences and events that are sometimes open to the public. Also, check large business schools such as Kellogg School of Management. Search the web for “business schools with corporate board training and seminars.”
Books, Newspapers	Read local newspapers, especially business newspapers. Many books are available – search for “Board of Directors” or “Private Boards” or “Corporate Boards” etc.
Research Specific Companies by Name	<p>Information on corporations is easy to find. Look up their own website or go to yahoo/finance and search for the stock ticker symbol. Corporate SEC filings include annual reports, quarterly reports. Proxy statements are a great way to learn about board governance.</p> <p>Information on private companies is more difficult to find. Start with their website and google search. Local news is a good channel too.</p>
Social Media	Social media sites allow you to search on words like “board” or “board director” or “non-profit.” You will be able to find people in your connections and linked connections that you can network with. This is a powerful tool.
Board Recruiters	Talk with executive recruiting firms who place board members. They can provide advice on how to network, suggest a board profile outline, and perhaps connect you with key individuals.
Join a Non-Profit Board	Start with a smaller non-profit organization.

We have segmented this information by category.

The websites listed below are a starting point and can lead to additional sources of information.

EXAMPLES

Ask, LISTEN, take notes, communicate your interests and ask what you could do to learn more. Ask what boards would be a good match for your skill set.

Possible topics: strategic plan and key elements, new products, customers, channels, human capital, assets, growth, etc.

- www.2020womenonboards.com
- www.fortefoundation.org
- www.womenintheboardroom.com
- www.30percentcoalition.org
- GBRW - Global Board Ready Women on LinkedIn
- www.womensleadershipfoundation.org - workshops
- www.pdboards.com - Chicago Private Directors Association group
- www.ionwomen.org
- www.iwforum.org – International Womens Forum
- www.professionaldimensions.org
- www.nacd.com – National Assoc. of Corp Directors

- Deloitte Consulting Company - www.deloitte.com
- Foley & Lardner Directors Forum - www.foley.com
- Forbes magazine and website
- Harvard Business Review magazine and website
- Search on Amazon.com or at your local library

- Google the corporation name
- Yahoo/finance
- Hoovers.com
- New York Stock Exchange NASDAQ

- LinkedIn, Facebook, Twitter, blogs

- Search online for key organizations

Investigate community boards such as museum boards, etc.

GET “BOARD READY”

In addition to having experience in your career and developing key skills, there are other factors to consider to become “board ready.”

Boards require you to be open to dialogue and others’ opinions. This is key. Are you a really good listener and collaborator?

Another factor is knowing how to evaluate risk. Before a board makes a decision, they must know and understand the key risks and benefits to the company. Knowing the right questions to ask. Thinking outside the box is important.

Leadership and decision making is another factor. Have you made tough and sometimes unpopular decisions as a leader in your career? Can you look in the mirror and live with the tough decisions you have made, knowing they were the right decisions? A board advises and makes decisions for the future of the company and all of its shareholders/stakeholders.

Being on a board is hard work. It’s serious business. Yet, it can be fun and very rewarding. Make sure you are “board ready” to take on these new challenges.

“Boards are looking for first-time Directors who demonstrate good judgment, intellectual agility, knowledge of technology or digital and the ability to deal with complexity. They are prioritizing Directors who are current and are broader than one discipline and can think strategically as they confront new, ambiguous and fast changing market challenges.”

JULIE DAUM
North American Board Practice Leader
Spencer Stuart

PLAN OF ACTION:

JUST LIKE LOOKING FOR A JOB, GETTING READY FOR A BOARD POSITION TAKES TIME AND HARD WORK.

A FEW ITEMS TO CONSIDER:

YOUR SKILL SET

You have honed your leadership style and business skills. Think of how your skills and experience can add value to a company and/or organization through board membership. This is important to understand and articulate before applying for board positions.

UP-TO-DATE RESUME & BOARD PROFILE

Many of the websites listed in this Guidebook have sample Resumes/CVs and Board Profile Documents. These documents will be needed for networking, talking with recruiters and applying for a board position. Your LinkedIn profile should contain much of the same information. Make sure you state any board experience – even if it is not board membership. Working with a board counts as experience too! Remember to polish your cover letter. This is THE key communication to the hiring group which is the CEO, Chairman of the Board and/or the Nominating and Governance Committee.

THE NEED

Companies and organizations usually have a specific need in recruiting a new director. In general, boards are made up of directors with financial, legal, operations and marketing experience. Sometimes the needed director is very specific to the industry or company. Companies look for people with the right “fit.” They are looking for the person who will fit into their culture in addition to adding value.

YOUR DESIRE

When you are ready to meet with recruiters and board influencers, and apply to board positions, you should know what type of boards you desire. Are you interested in corporate, private, governance or advisory boards? Responsibilities and risk vary, so it is important to think through the type of Board you desire and why. Also, what industries should you focus on?

FOLLOW-UP

As in all good communication, ALWAYS follow up with your interest and value you will bring to the board.

Whether you are at the beginning of your journey toward board membership or ready to jump in and get started on your first board seat, rest assured there is plenty of help available in creating your plan of action and supporting the steps along your journey. Milwaukee Women inc is dedicated to assisting female leaders reach their full leadership potential. And at Patina Solutions, board placements are among our client offerings.

**BEST OF LUCK
IN YOUR JOURNEY!**

