

HOW TO BE A *VIABLE* BOARD CANDIDATE

- Demonstrate you have “**Run**” something – a company, division, a college organization or an agency of government. Have to show you understand and have good judgment when it comes to handling complexity
- Demonstrate some **Global Knowledge**, as that perspective is increasingly important
- Have a reputation of **Integrity and Independent Thinking**
- Ability to think **Strategically** and vet the strategy - regarding where the company is going globally, in the industry and against competitors
- Know the **Numbers**: Able to read and interpret a financial statement
- Know the **Specific industry, Competitors and Global market**, and have a perspective on issues facing the company
- Knowledge of how to **Chair a committee and meeting**. Study best practices of other board members and then impose your own style
- Show respect for **Confidentiality**, but on the rare occasions know when duty or law justifies breaking with the majority
- Be seen as a **Team Player** with whom people want to work
- Know how “your special area of **Expertise**” brings value to a specific company board
- Be respected as an **articulate professional** with **strong opinions, factually correct** and **working for the overall good** of the company
- Overall knowledge of what **Corporate Governance** means

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HOW TO GET ON A BOARD

- 1) **Education:**
 - ✓ Prepare yourself for what it means to be on a Board (Nat'l Assoc. of Corp. Directors [NACDOnline.org]; University of Wisconsin Directors Institute)
 - ✓ Develop target lists of organizations (no conflict with existing commitments)
 - ✓ Attend an annual shareholders' meeting of targeted companies
 - ✓ Look at Boards who are expanding their female representation
 - ✓ Mergers present opportunities. Companies going public may need new expertise
 - ✓ Do your due diligence
 - ✓ Time – can you commit?

- 2) **External Visibility:**
 - ✓ Publish, speak and develop a reputation as a respected leader, expert, communicator, motivator
 - ✓ Get media attention – be quoted as an expert in your field

- 3) **Get involved in not-for-profit pursuits:**
 - ✓ Work in community with CEOs of companies who are on boards
 - ✓ Willingness to work and become involved on committees
 - ✓ Use not-for-profit as a training ground
 - ✓ Play an active role as chair of the Board or of a major committee
 - ✓ Observe the group dynamics - learn about how a collegial body operates

HOW TO GET ON A BOARD, cont.

- 4) **Private Equity Boards:**
 - ✓ May go public; Investors on these boards are good contacts

- 5) **Let it be known!**
 - ✓ Express your interest to people with board connections and Search profession areas and those on not-for-profit

- 6) **Networking:**
 - ✓ Build relationships with men, as well as women, in positions of influence
 - ✓ Meet with CEO or other Board members re: challenges company faces

- 7) **Branding You:**
 - ✓ Demonstrate the value you can bring to a specific Board
 - ✓ Choose your moments to speak and be noticed for the value you bring to the table
 - ✓ Identify and demonstrate your strengths – specifically, what value you bring to the organization
 - ✓ Let your reputation speak for itself

DUE DILIGENCE

What To Do Before Joining a Board

1. Is the Company financially sound?
 - Research the credit ratings and read the rating agency research.
 - Read the equity research published by Street analysts.
 - Review the company's public financial statements and disclosures.
2. Are the management and the board ethical?
 - Review the company's 10-K and 10-Q's and look for press articles.
3. Does the board govern the company or does management govern the board?
 - Look at CEO and proxy group compensation and compare it to peers.
 - Review the scores and research published by the proxy advisory firms.
 - For how long have other directors served on the board?
 - Ask the directors how agendas are developed for board meetings, committee meetings and retreats.
4. What is the quality of communication among directors?
5. If the answer to the preceding four questions support joining the board, ask yourself what skills and expertise you can meaningfully contribute to the board.
6. Do you like the industry?
 - Will you be passionate about reading the industry news and delving into the numbers.
7. Do you have the time to commit?
 - Are you willing to travel?
 - If there is a critical situation which demands more time, can you do it?