

# The non-executive director career guide

**Part of IoD Ireland's Director Development Toolkit**

# Introduction

The Institute of Directors Ireland supports directors on their journey to the boardroom as well as in the boardroom. Aspiring executive and non-executive directors are invited to use this toolkit to understand their suitability and readiness to join a board and how to map out their journey ahead. Experienced board directors and chairs also need to maintain a competitive edge. Regularly refreshing their CV ensures they are presenting a profile that is up to date and aligns with current boardroom expectations, making them more attractive to organisations seeking top talent with relevant expertise. We believe all IoD Ireland members will find this guide helpful.

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# What do non-executive directors do?

**In order to determine if you are board ready it is important to firstly understand what a board director does. A non-executive director is expected to focus on board matters and not to stray onto executive territory, thus providing an independent view of the company that is removed from day-to-day running. Therefore a non-executive director is appointed to bring to the board:**

- Independence
- Impartiality
- Wide experience
- Specialist knowledge
- Personal qualities.

In many instances the non-executive director is fully independent. An independent non-executive director will generally have no other links with the company other than sitting on the board.

Employees serving on the board are executive directors. All board members whether executive or non-executive are equally and collectively responsible for the organisation.

The role of the non-executive director is not to manage the daily activities of a company, but to provide objective and independent advice to the board and enable it to make better decisions in the interest of all stakeholders and the shareholders. A non-executive director has a duty of care to make informed decisions and exercise reasonable care, skill and diligence on behalf of the company.

**Non-executive directors share the collective board responsibility of carrying out the duties of the board which include:**

- Development, review, and monitoring implementation of the strategic plan.
- Monitoring the effectiveness of the company's governance practices and making changes as required.
- Reviewing financial performance.
- Appraising the risks facing the organisation and mitigants.
- Monitoring and managing potential conflicts of interest including misuse of corporate assets and abuse of a dominant position.
- Securing finance for the effective running of and investment in the organisation.
- Monitoring legal, ethical, regulatory, and environmental compliance.
- Advising and deciding on significant investments or divestments.
- Ensuring the integrity of the company's accounting and financial reporting systems.
- Selecting, compensating, monitoring, supporting and, when necessary, replacing key executives and overseeing succession planning.
- To have a good understanding of the perception of the company by different stakeholders and ensure the decisions and actions taken by the company are communicated clearly and honestly.

# What makes a good non-executive director?

**The non-executive director is not involved in the day to day running of the organisation, that is the role of management. A non-executive director is ultimately responsible for the performance of the company.**

Make sure that from the outset you have a good working knowledge of current corporate governance codes and guidelines. Also be fully aware of your legal responsibilities as a director. To be an effective non-executive director, you need strong business acumen and sharp analytical skills to swiftly grasp complex strategic and financial challenges.

You should be comfortable with the high-level, “noses in, fingers out” involvement and not aspire to run the company. If you aren't comfortable with an oversight role, then becoming a non-executive director is not a fit for you.

A good non-executive director requires the skills and experiences outlined in the **Skills you need to succeed** guide. In addition to the skills and experiences you bring to the boardroom how you operate in the boardroom is of critical concern to Chairs.

**To operate effectively in the boardroom these 'How' behaviours are desirable:**

- Ability to constructively challenge in a positive, supportive way.
- Independence and alert to biases.
- Highest standards of honesty and integrity.
- Desire to operate in the best interests of the company.
- Passion to help the business succeed.
- Exceptional people skills — natural collaborator and build relationships easily.
- Excellent communicator — succinct and to the point.

**Don't forget you have access to exclusive Director Handbooks specifically developed for IoD members including:**

**Directors' Handbook: Fifth Edition**

This outlines the role of the board of directors, the functions of board committees and the procedures for appointing and removing directors. Created in partnership with McCann FitzGerald LLP.

**Governance for Directors on State Boards Handbook**

This provides an overview of the governance framework of State Boards for those who currently sit or are interested in sitting on a State Board. Created in partnership with ForvisMazars.

**Handbook for Directors of regulated financial service companies**

This supports directors to comply with applicable legal requirements while remaining focused on the core challenge of business performance. These include the Central Bank's Corporate Governance Requirements.

Click [here](#) to access these member resources.

# Does my experience translate into valuable skills for a board?

**When considering your suitability to join a board and having reviewed the skills and experiences required consider the following questions:**

- Do you have a minimum of 10-15 years of experience in a senior executive role in the public, private or not-for-profit sector?
- Do you have knowledge and experience of the sector in which this board operates?
- Do you have the time to commit to a non-executive role? Some boards require a minimum of 20 days per year and some significantly more.
- If you are in an executive role, do you have the support of your employer to serve on a board?
- Do you have a formal governance qualification such as the IoD Chartered Director programme?
- Have you ever been on a board or committee — not-for-profit or for profit or engaged with the board of your company?
- Do you understand the role, responsibilities, and liabilities of a director?
- Do you have strong financial acumen — experience reading and understanding financial statements?
- What is your board value add? Why would a board want to appoint you?

**Why do you want to become a non-executive director?**

There are many reasons directors choose to pursue a non-executive director role. Perhaps it's the next chapter in your career where you aspire to continue to earn an income from a portfolio of board roles. Perhaps you want to bring an external perspective from another board and organisation into your current executive role. Perhaps you are at a stage in your career where you want to give back and add value to other organisations, charities or non-for-profits that can benefit from your experience. It may be a mix of the above.

It's important to give this some thought to align your non-executive director career plan with your personal objectives.

# How do boards appoint non-executive directors?

**The board has responsibility for board succession planning, but if a nominations committee is in place, it may drive this activity on behalf of the board. Board of director recruitment is most effective when conducted through a transparent process, as this aligns with best practices and promotes accountability and trust.**

Boards may use the services of IoD Ireland's Boardroom Centre, executive search firms, advertise on their company websites and LinkedIn or rely on their personal networks and approaches from prospective non-executive directors to identify suitable candidates.

The timeline for identifying and appointing a new director can last several months, so patience is important for candidates interested in an appointment to a board.

Normally interested candidates will need to prepare a written application including a CV and cover letter to be considered for the opportunity. It is not unusual for prospective candidates to experience a robust interview process including meeting several stakeholders such as the chair, other non-executive directors, and the CEO.

Generally, there are only a small number of candidates at the interview stage. The interviewing process is a balancing act of the chair and fellow non-executive directors asking you questions, but it is also important for you as the candidate to ask questions, so doing your due diligence is very important.

# Planning your non-executive director career

## The following exercise will help you to:

1. Identify if you are board ready, what experience and skills you would bring to a board and how you would operate in the board room. The output of this exercise will help you define what is unique about you, what your board value-add is.
2. Consider your capacity to fully commit to board service. Non-executive director roles involve more than attending meetings. You'll need to dedicate time to preparing for meetings, staying informed about industry trends and governance issues, and being available for unexpected matters. Assess whether you have the necessary time and commitment to serve effectively as a non-executive director. Time commitments may also increase due to unforeseen circumstances such as Macroeconomic, M&A activity, IPO etc. Be honest with yourself: If advancing your career within your current company takes priority over other professional pursuits, now might not be the ideal time to pursue a board role.
3. Determine if the role has special requirements attached to it. For example, is the board role a Pre-Approval Controlled function (PCF) and therefore you must complete an online Individual Questionnaire (IQ), which is endorsed by the proposing firm and then submitted electronically to the Central Bank of Ireland for assessment. You may be called to attend an interview with the Central Bank as part of the assessment process.
4. Figure out what type of company and board you would be best suited to.
5. Before embarking on a non-executive director career path, it's important to regularly assess and reveal any skills gaps or development needs. In the fast-paced, ever-changing world we live in, a director's upskilling is never complete, and ongoing development is essential. Regularly revisiting your personal development plan helps ensure your skills remain relevant and aligned with evolving demands.
6. Using the tables on the next page, firstly answer the question "What can you offer?". Under each category examples are provided to get you thinking. This is not an exhaustive list. Once you have logged what you would bring to the board then note under the heading "Next steps" what types of companies or boards would be able to leverage that particular skill or experience and whether gaining additional skills or experience would be appropriate.



# Planning exercise

Category	What can you offer?	Next steps
<b>Governance</b>		
Board experience		
Type of board i.e. state, commercial state, private, charity		
Committee experience		
Chair experience		
Governance qualifications or training		
<b>Leadership</b>		
CEO		
C Suite		
Senior management / partner		
<b>Industry sector knowledge / experience at board level</b>		
Publicly listed		
Private		
Family business		
Public sector		
Education		
Specific industry experience e.g. energy, financial services, hospitality, retail, and health		
<b>Industry sector knowledge / experience at C suite level</b>		
Publicly listed		
Private		
Family business		
Public sector		
Education		
Specific industry experience e.g. energy, financial services, hospitality, retail, and health		

# Planning exercise continued

Category	What can you offer?	Next steps
<b>Financial Acumen</b>		
P&L responsibility		
Accounting qualifications		
Financing/Capital Markets		
M&A		
Financial literacy		
<b>Functional expertise</b>		
Business development		
Human resources/people/culture		
Digital/technology		
Marketing/customer		
International		
Strategic planning		
Risk management		
Compliance		
Operations		
Infrastructure		
Artificial Intelligence (AI)		
Cyber security		
<b>Compliance</b>		
Corporate law		
Governance		
Government policy		
Health & safety		
GDPR		

# Planning exercise continued

Category	What can you offer?	Next steps
ESG (Environmental, social, and governance)		
Environmental		
Social		
Governance		
Sustainability		
Reporting		
Interests		
What are you passionate about?		
Time		
How much time do you have to commit to a board?		
Do you have support from your current employer to join a board?		
Are you willing to travel?		

# A few final tips

**Being clear on what type of board you would like to join is a critical first step. Think carefully about the industry sectors or business challenges that are of greatest interest to you and eliminate ones where there could be potential conflicts of interest.**

Do you prefer private, publicly listed, public sector or not-for-profit companies? Research the different organisations that appeal to you the most.

## **IoD's Boardroom Centre**

The IoD Boardroom Centre is the leading independent source of non-executive directors and chairpersons in Ireland. Our panel of candidates is made up of some of the most experienced senior business leaders in Ireland, with corporate governance experience, specialist governance qualifications as well as Chartered Director designation, and all of whom are members of the Institute of Directors Ireland.

The long-listing process is very discreet. You will only be notified once our client has shortlisted you and invited you to explore the INED / Chair opportunity. You can register to be included in our Boardroom Centre. This allows us to better understand your board related experience, career and sectoral highlights, special interests, and areas of expertise.

## **Consider alternative sources including:**

State Boards is part of publicjobs, the centralised provider of recruitment, assessment and selection services for the Civil Service, Local Authorities, the Health Service Executive, An Garda Síochána and public bodies. Visit [publicjobs.ie/en/stateboards](https://publicjobs.ie/en/stateboards) for more information.

Boardmatch is the only Irish charity that specialises in not-for-profit board recruitment. Visit [boardmatch.ie](https://boardmatch.ie) for more information.

Online platforms such as Nurole, a UK Board Search Specialist, are used for hiring Chairs, Non-Executive Directors, Trustees and other Board Members, Visit [nurole.com](https://nurole.com) for more information.

Utilise LinkedIn and search for board specific roles using relevant search criteria. Visit [linkedin.com/jobs](https://linkedin.com/jobs) for more information.

Identify your ideal board and create a prioritised list broken into sectors and types of business. Identify the chair and board members and note which board members you have a contact in common with. It is important to remember that any INED role you accept may rule out the opportunity of further roles in the same sector due to conflict of interest. Therefore, it is important to choose carefully.

Be clear on your value add for your target board role and what unique blend of skills and experience you have to offer. Think about how you can be visible when an opportunity arises. How can your existing network help you? Do you need to raise your visibility by joining specific networking events? Take a look at the guide on **Activating your Network**. Part of your plan should include any professional development to address gaps highlighted as part of this exercise that will make you a more effective director.

Patience is an important part of the journey to a non-executive director appointment. Don't be hasty; the right opportunity is unlikely to become available immediately. Don't be surprised if it takes time. This is normal!

## **To conclude**

When a board role opportunity arises, you have done the homework by completing the activity above to identify if this opportunity is a good fit for you.

Be clear about your interests, motivations and value proposition and it will help you find the best-fit boards, enable you to create a strong application and perform well at interview.

A chair will look for the reasons why you are interested in joining the board, do you have passion for the business or is there a specific challenge that you can provide valuable perspective? Be clear on the 3-5 key areas of focus you could offer this board, not an exhaustive list, but the primary skills.

## **Additional Resources**

- **How to write a board CV**
- **How to write a board cover letter**
- **Skills you need to succeed**
- **Preparing a board biography**
- **Building your board ready LinkedIn profile**
- **Activating your network**
- **Building your personal brand.**

**Getting Board Ready — IoD online workshop**  
**Find out more.**



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