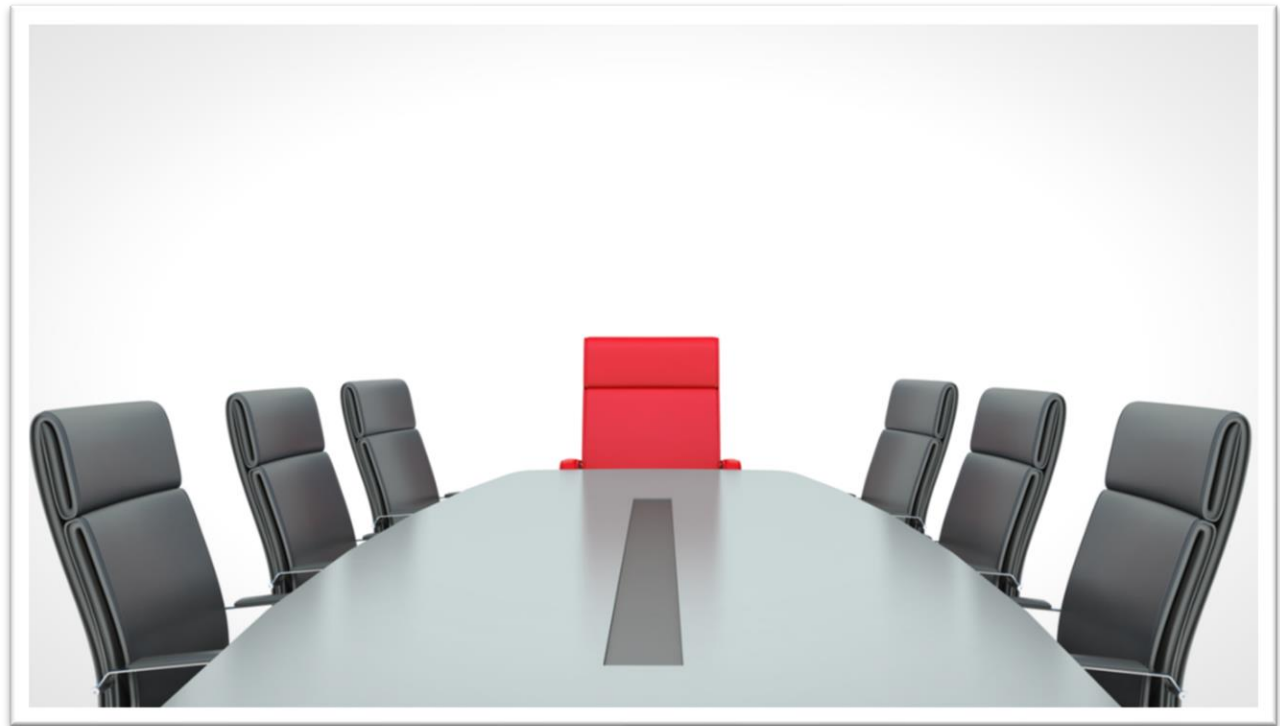


Guide to Being a Board Chair



A good board succession plan isn't just about filling board vacancies. It's also about finding leaders, like committee chairs and the next board chair.

In this Savvy Director Guide, we'll zero in on the position of board chair to answer questions like *What's the role?*, *What skills does it require?*, and *How does a director prepare for the role?*

What Does the Job Entail?

It's not an easy job and it's not getting any easier. Today's board chairs need to be open and responsive to a changing environment and high stakeholder expectations - making sure that their board is responsive to realities like ESG, diversity, equity and inclusion, and next generation directors.

They're not in it for the glory either. Because there's precious little of that. But a good board chair is vitally important to the work of the board, and the role can be incredibly rewarding.

A new director observing the chair conduct a board meeting might assume that's what the job is all about - running meetings. It looks fairly straightforward. But that visible part of the chair's job is like the proverbial swan on a lake - it's the picture of pure gracefulness in motion but hidden from the eye is the hard work of those webbed feet propelling it along.

The hard work is about board dynamics and human relations - providing leadership to a group of mostly senior, successful, action-oriented, performance-driven, sophisticated individuals from different backgrounds.

Managing the affairs of the board

The chair is responsible for the board, enabling it to function well and to make sound decisions that enable the organization to fulfill its purpose. The chair sets goals and plans the work of the board, usually in conjunction with a board committee, the CEO, or the corporate secretary.

The chair spends a lot of time developing agendas for meetings that will engage directors and keep the board focused on the organization's strategic priorities. The chair works with the board and management to define the format for board materials and reviews the information before it goes out.

Working with Committees

The chair structures a committee system, assigns committee chairs, and ensures that directors are involved. It's important that the work of different committees is aligned with the board's goals. That means the board chair needs to keep on top of their activities, attending meetings as an *ex-officio* member and getting updates from committee chairs.

Interacting with Directors

The chair is the contact point for every board member, interacting with them, setting clear expectations, motivating them to contribute, and providing feedback. And if an individual director can't make the required contribution, it's the board chair who has the unenviable task of asking them to stand down.

Ensuring Board Effectiveness

The nuts and bolts of activities such as board evaluation and succession planning, and director recruitment, onboarding, and development are usually delegated to a board committee, but the board chair retains the overall responsibility for maintaining an effective board. The chair focuses on continuous improvement in board processes and director performance, making sure these are regularly assessed, there's an improvement plan, and the plan is executed.

Directors can be reluctant to take part in activities like peer evaluations and 360° assessments. It's up to the chair to help reassure them by sustaining a culture of mutual trust and ensuring a confidential process.

Facilitating Board Meetings

One of the trickiest responsibilities of a chair is to run effective board meetings – following a purposeful agenda, running a productive meeting, engaging board members in deliberation, managing behavior, and arriving at a specific, actionable decision. The chair gives all directors airtime, letting the discussion continue until a consensus emerges, where every director feels like they've been heard. Once a decision has been reached, the chair checks that every director understands and supports it.

It's not the chair's job to bring a solution to the meeting and lay it on the table. In fact, that approach can become a barrier to group effectiveness. Instead, the chair focuses on the process – framing the discussion, listening and observing, rephrasing what directors say, and synthesizing into a proposed resolution that everyone can support.

"If I want to see the whole picture and facilitate the work of the group, I should not play. I should become an onlooker without any stake in the game. Rather than ask myself, 'What is the best solution for a problem?' I should ask 'What is the best way to organize a discussion of the problem?'" – Jane Macleod, quoted in *How to Be a Good Board Chair*. Harvard Business Review.

Maintaining a Relationship with the CEO.

The chair and CEO are partners in fulfilling the organization's purpose. It's a partnership that needs trust, constant attention, and open communication. Don't make the mistake of thinking of the board chair as the CEO's boss – that's the role of the full board. The chair's task is to make sure the board provides the goals, resources, rules, and accountability the CEO needs, and to keep directors informed.

Representing the Board

The board chair is the primary interface between the board and its stakeholders and is the board's spokesperson when needed, such as at the Annual General Meeting or when confronted with a crisis. In these interactions, the chair does not speak for themselves, but expresses the collective voice of the board of directors.

What Skills Do You Need?

Everyone seems to agree that the competencies that make for an effective CEO are of little help in the work of the board chair. Instead, effective board chairs need skills and attributes such as the following:

- **Restraint.** They are not domineering - they create conditions that allow others to shine. They speak little, never taking up more than 10% of the airtime during any meeting.
- **Passion.** They're professional, but they also care deeply about the company, the board, and employees.
- **Patience.** Their passion is tempered by the ability to pause and reflect. Rather than rush to get things done quickly, they focus on getting them done properly.
- **Availability.** Their presence is felt as little or as much as necessary. They put in the required time no matter what.
- **Facilitation skills.** They conduct meetings so that, after everyone has shared their views openly, the group is able to come to consensus.

- **Communication skills.** They communicate clearly on behalf of the board in different settings and situations.
- **Personal qualities.** They have humility, integrity, and courage. They demonstrate respect for others, fairness, and authenticity. They are curious about their environment and open to change.
- **Soft skills.** They have the ability to listen with a non-judgmental attitude, ask questions, frame issues, and provide feedback.
- **Hard skills.** They are skilled at planning, organizing and goal-setting. They are system thinkers who can easily synthesize information and viewpoints.

"The ability to flex between soft and hard leadership approaches is critical. 'Soft' in being reassuring, calming, soothing, a rock to lean on, and 'hard' in making tough business decisions." - What Makes a Successful Board Chair, Russell Reynolds Associates

Your takeaways:

- Board leadership and executive leadership are two different things.
- Restraint, patience and being a good listener are important attributes of a good board chair.
- The chair role is not for everyone. Give serious consideration to whether or not you would be a good fit.
- If you're still interested, take charge of getting yourself ready for the role.

Are You Right for the Job?

If you can truthfully agree with most of the following statements, you could be a good board chair.

- I have the time and energy to commit.
- I care about the organization and what it does.
- I'm okay with the chair being less important than the CEO.
- I take pleasure in the success of others.
- I don't crave public credit.
- I want to lead others, but not in an executive way.
- I'm able to give advice, then stand back and let others execute.
- I'm happy to lead from the front in bad times and from the back in good times.
- I can switch from providing challenge when things are going well to supporting the management team when their backs are against the wall.
- I'm a good listener.
- I remain calm under pressure.

I understand human behavior - how people think and interact.

Resources:

- [The Great Chair: A Window on Effective Board Leadership](#). Brian Hayward, C.Dir, ICD.D. ©2020.
- [Deeper Dive: Role of the Chair](#). Tony Gaffney. Lambay Group. June 2021.
- [What Makes A Successful Board Chair?: Defining Their Attributes and Transition Preparedness](#). Russell Reynolds Associates. November 2020.
- [Becoming a non-executive chair](#). Spencer Stuart. July 2020.
- [How to Be a Good Board Chair](#). Stanislav Shekshnia. Harvard Business Review. March–April 2018.

Preparing for the Role

If you're interested and you think you'd be good at the job, here are a few steps to consider:

- **Observation:** Serve on a variety of boards to observe a number of board chairs. What do they do well and not so well? Who comes closest to your ideal chair and what can you learn from them?
- **Reading:** I recommend Brian Hayward's book [The Great Chair: A Window on Effective Board Leadership](#) for an insightful, entertaining and practical view of what it takes to be an effective board chair. Check out the *Resources* section and our [Resource Hub](#) for more.
- **Training:** Keep an eye out for courses that can help you advance. These do not have to be specific to being a board chair. Instead look for ways to develop specific skills like active listening, facilitation, or emotional intelligence.
- **Committee chair:** Volunteer to chair a board committee – it's a great way to learn about the role and strengthen your skills. Besides, chairing a committee will ensure you are on the radar in terms of board succession.
- **Vice-chair:** A board vice-chair position might be a natural stepping stone to the role of board chair. Make sure the board chair knows you would be interested.
- **Mentoring:** Learning from veteran chairs is always helpful - whether your own board chair or the chair of a different board.

This guide is adapted from The Savvy Director blog '[So You Want To Be The Board Chair](#)'
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