

Effective Preparation for Non-Executive Director Interviews

September 2025

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1. Research the Company in depth.

- **Annual Reports**
Analyse the last 3-5 years and look at trends, risks, strategy shifts and shareholder communications.
- **Regulatory News (RNS) announcements:**
Understand market sensitive events, acquisitions, board changes, profit warnings etc.
- **Competitors**
Know the market landscape, emerging threat and opportunities.
- **Shareholder base:**
Identify key institutional and activist investors – they may influence the strategic direction.
- **Media Coverage:**
Look for reputational issues, litigation, ESG challenge, or public perception shifts.

2. Understand the role and regulatory context.

A NED's responsibilities go beyond business insight – they are rooted in governance, oversight, and stakeholder accountability.

- **Review the UK Corporate Governance Code** (especially the sections on board composition, independence and directors' duties).
- Understand the Companies Act 2006 obligations, particularly section 172 (duty to promote the success of the company for the benefit of its members as a whole).
- Be familiar with **listing rules and market abuse regulation (MAR)** on disclosure and insider information.

Check any sector specific regulators (e.g. FCA, Ofgem) if applicable.

3. Map the Strategic Landscape

You will be expected to think at the **board room level** – not operational detail.

- Identify **Key Strategic Risks**: market disruption, regulatory changes, geopolitical factors, supply chain vulnerabilities.
- Identify **growth opportunities**: product diversification, geographic expansion, partnerships, ESG leadership.
- Consider **long term stakeholder expectations** – sustainability, diversity, digital transformation.
- Prepare **one to one strategic "board level" questions** you could ask in the interview.

4. Know the Board and Governance Structure

- Read the **board biographies** in the annual report.
- Look for **skills gaps** – are they seeking financial oversight, digital transformation insight, ESG expertise?
- **Understand committee structures:** Audit, Remuneration, Nomination, Risk, Sustainability.
- **Check tenure of existing NEDs** to understand board refresh cycle.

5. Prepare for NED interview themes.

- **Governance and oversight** – e.g. How would you challenge the executive team if you disagreed with a strategic decision?
- **Independence of mind** – e.g. How would you handle pressure from a major shareholder pushing for a risky move?
- **Risk Management** e.g. What do you see as the top three risks for this company over the next 5 years?
- **ESG and Stakeholder engagement** e.g. How should the board respond to increasing demands for sustainability reporting?
- **Board Dynamics** e.g. How do you build influence without crossing into Executive territory?

6. Demonstrate the NED mindset.

- Strategic not operational – focus on the big picture, oversight, and holding the executives to account.
- Collaborative but challenging – show you can be supportive while offering constructive scrutiny.
- Long term orientation – think beyond quarterly earnings to reputation resilience and legacy.
- Crisis readiness – be ready to discuss how you would respond to sudden negative events (e.g. profit warnings, regulatory breaches).

7. Prepare your value proposition.

- **Your unique expertise** – sector knowledge, governance experience, transformation leadership).
- **Your independence** – no conflicts of interest.
- **How you will strengthen the board.**
- **An example** of when you have constructively challenged senior leadership.

8. Practical and Cultural fit.

- Expect questions about **time commitment**.
- Show understanding of shareholders communication and public scrutiny.
- Be able to talk about integrity and judgement.