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For many executives, a corporate board seat is a coveted opportunity. But any invitation to take one should not be considered lightly. While the business world is overflowing with advice for companies in selecting board members, prospective directors themselves have little guidance in determining whether accepting a board seat is the right move for them.

In decades past, the decision was easier, because a board seat was often a ceremonial position. Today, a directorship is a serious, even awesome responsibility. Directors play a key role in setting corporate strategy and appointing senior executives. They are called upon to advise companies that

must manage risk in an increasingly complex global operating environment and navigate disruptive technologies that threaten their business models.

At the same time, board members face far greater scrutiny than ever before. The legislative and regulatory responses to the Enron/MCI scandals (Sarbanes-Oxley) and the financial crisis (Dodd-Frank) created a slew of new accounting rules, regulatory requirements, and governance responsibilities. Challenges by activist shareholders are adding even more pressure to corporate boards.

Each of these factors has significantly upped the ante for board members. With this new landscape in mind, here are four questions prospective board members should ask themselves before accepting a director's position.

First: Am I passionate about this business?

Potential board members must not only have knowledge but also have deep conviction and be energized about the company's mission and business. If money is the motivating factor, a board seat is the wrong way to achieve it. The commitment is too great and the responsibility is too important to fake it – and shareholders won't stand for it.

In the past two years, engaged investors have [led successful fights](#) with Darden Restaurants, Abercrombie & Fitch, Office Depot, DuPont, and others to add greater industry expertise to their boards. The lesson: Today's directors must be authentically engaged, deeply experienced, and highly motivated to solve problems, advise management, and champion shareholders.

Second: Is this a company with a clear competitive advantage?

Prospective directors should ask themselves if the company has a unique advantage that can be translated into industry leadership. The advantage can be a dominant technology, a distinctive culture or a breakthrough product – as long as a board member can identify it and believe in it.

This sounds like a pretty low barrier, but research shows that many board members lack a firm grasp on the company's strategy or value creation model. A [2013 McKinsey report](#) found that only 34 percent of directors felt the boards they served on had a complete understanding of current strategy and just 22 percent had full knowledge of how the company created value.

Third: Where in the world are they in relation to me?

Board meetings are often face-to-face affairs and may happen as often as once a month. Serving on a board is extremely time and travel intensive – a commitment that should be factored in before accepting a directorship.

Former Intel CEO Paul Otellini once told me that there are interesting companies everywhere in the world, but the ones in your backyard are going to be a lot more practical to help out. Good advice for any prospective board member.

Fourth: Can I work with these people?

I once asked former Intel CEO Andy Grove for advice on whether or not I should accept a board appointment. I'll never forget his answer. He said if I took the position, I'd be spending a lot of time with the other board members. "Make sure you can work with them," he told me.

Potential board members should do their homework on current board members and board dynamics, always asking themselves: Is this a collegial, inquisitive, professional group to work alongside? The last thing anyone wants is to join a dysfunctional board of bickering power grabbers or rubber-stamping snoozers.

A corporate board membership can be an incredibly rewarding experience. Directors have the opportunity to represent shareholders, shape strategy at the highest level, tackle interesting business problems and work with some of the most talented people in the world. Prospective board members need to make sure they're up for the challenge – and excited to take it on.

Stacy Smith is Chief Financial Officer at Intel and a board member of Autodesk and Virgin America.
