

# How to Prepare as a New Board Member

*JOINING A BOARD CAN FEEL DAUNTING, ESPECIALLY IF IT'S A RELATIVELY NEW EXPERIENCE FOR YOU*

Joining a board can feel daunting, especially if it's a relatively new experience for you. Many new board members report feeling disoriented by the first few meetings they attend – when they don't yet fully grasp the group's dynamics, context, and current realities. Even if the board you've just joined has provided you with an orientation program, you might still not feel prepared to “dive in” at the first few meetings you attend. However, there are a few things you should have on your “to do” list as you prep for your first board meeting that can help position you to begin adding value early in your board tenure.

## **Understand the group's expectations and operations**

First, get a clear view of how the board works, and of the expectations the company and board have of you. Plan to meet with the Board Chair, CEO, Governance Chair, and/or other leadership prior to the first meeting for a frank conversation about your specific role and responsibilities. For example, what committees will you serve on (if any)? How many meetings, social events, training events, and other engagements will you be expected to attend throughout the year? What

specific skill sets, affiliations, connections, or expertise do they want you to bring to the board? If possible, work with the board's leadership to codify these expectations in a “commitment” letter (or other document) that articulates the expectations on both sides. This clarity can help you build confidence, and gives both parties something to reference when evaluating your annual performance as a director.

Likewise, learn how the board operates. For example, how does the board conduct meetings – are they always face-to-face, or are members allowed to participate remotely? Do the meetings follow Robert's Rules of Order, or are they more informal? What are the board's norms regarding how board meeting materials are prepared and distributed? Does the group use any particular board management software (such as a board portal) to facilitate communications? Assuming the company is using a board portal, request access as soon as possible and begin reviewing the core business documents – including the bylaws, articles of incorporation, strategic plan, past meeting minutes, committee charters, board policies (especially Conflicts of Interest and Confidentiality), board member bios, D&O insurance,



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key security and compliance guidelines, etc. – along with current financials, performance metrics, risk profile, and any current legal actions. In addition, set up an orientation session about the system – basic instructions on how to download documents, take notes, and interact securely with other directors.

**Learn about the company and its context**  
It's important to get up to speed on the company, the industry, and the key challenges and opportunities facing both. Most companies provide at least some of this insight during initial director orientation, and it can also be valuable to set up meetings with key company leaders – as well as key front-line staff – throughout the company. These meetings can be quick “hallway chats,” or more formal. The purpose is for you to learn about the business – what's currently happening, what has led to the current realities, where the opportunities lie, what risks are inherent in the business, and how can those risks be mitigated and managed. Ask for industry reports and news about the company (both positive and negative), and read up

on any legal or regulatory requirements that apply to your organization.

**Get to know the other board members**  
Familiarize yourself with the rest of the board so you know the folks around the table. The better you get to know your new colleagues, the faster you will be able to work together as a cohesive team and make decisions together based on mutual respect and trust. Start by finding a profile for each board member in the board portal; also understand who serves on each committee, and get a sense for each director's interests and expertise. If possible, ask to have a current or former director serve as your “buddy” or “mentor” for your first year – someone who can help provide background, history, and context as you get your feet wet in your new role.

**Prepare for your first meeting**  
Armed with an understanding of how the board conducts business, background on the company and the industry, and knowing more about the other folks on the board, you're ready to do the prep that you'll do for any board meeting:

reviewing the board materials and preparing questions, concerns, and discussion topics to raise at the meeting.

At this point, you'll already have a clear sense of where to get board materials. Usually, if your organization is using a board portal, you'll be able to get a version of the documents well in advance (even if they're not yet 100% complete). This should give you plenty of time to start reviewing the materials, annotating them, and even starting dialogues with other board members before the meeting. As you attend more meetings and find your footing, you will find that meeting prep becomes easier and less time-consuming. Bottom line, investing time in becoming a good “student” of the business early on helps you gain ease and confidence in performing your director role. ●



**ABOUT DOTTIE SCHINDLINGER**  
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Dottie Schindlinger is Diligent Corporation's Governance Technology Evangelist and promotes the intersection of board governance and technology as a recognized expert in the field. Diligent is the leading provider of secure board communication and collaboration tools designed to promote improved performance for boards and leadership teams. In her role, Dottie provides thought leadership on related topics through digital and print publications, conference presentations, and workshops for board members and executives globally.

Dottie was a founding team member of BoardEffect, a board management software platform launched in 2007 focused on serving the governance needs of health care, higher education, associations and nonprofit organizations. Prior to BoardEffect, Dottie spent 15 years working in governance-related roles, including as a board liaison, board member, senior executive, consultant and trainer of private, public, and nonprofit

boards. Dottie's efforts helped BoardEffect expand from a four-person tech start-up to become an industry leader in the board portal space – serving 1,700 organizations and 120,000 board members and senior executives. In late 2016, BoardEffect was acquired by Diligent Corporation, becoming part of the largest player and industry leader in the secure board information management software space.

Dottie's career has included roles as various as program development with the Pennsylvania Humanities Council, director of training and education for the Nonprofit Center at La Salle University, and associate faculty of La Salle's Communication Department, teaching Public Speaking to incoming first-year students. Dottie currently serves as Vice Chair of the Board of the Alice Paul Institute, based in Mt. Laurel, N.J., and volunteers her time with several local nonprofits in the Philadelphia region. She received her BA from the University of Pennsylvania, and holds certificates in Management and Board Leadership from The Nonprofit Center at La Salle University.