Non-Executive Director interview questions

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What to expect

Interviews for non-executive director roles focus on governance expertise, independent judgement, and the ability to work collaboratively with a board. Candidates are typically assessed on their understanding of fiduciary duties, financial literacy, and sector-specific knowledge, as well as their fit with the existing board culture.

- **Governance and compliance:** Questions that probe your understanding of the Corporations Act, ASX Corporate Governance Principles, and your fiduciary duties.
- **Strategic oversight:** Questions about how you contribute to strategy development and monitor management performance.
- **Risk and financial scrutiny:** Questions on your ability to read financial statements, assess risk, and chair audit or risk committees.
- **Behavioural and board dynamics:** Questions about past board experiences, how you handle disagreement, and your collaborative style.
- **Scenario-based:** Hypothetical situations that test your judgement under pressure, such as a proposed merger or executive misconduct.
- **Committee-specific:** Questions tailored to the committees you may chair or serve on, such as audit, risk, or remuneration.

The interview process for a non-executive director usually begins with a conversation with the board chair or nomination committee, followed by a formal panel interview with several directors. You may also meet with the CEO and other executives, and the process often includes reference checks and a review of your director history. For listed companies, background checks and a Director Identification Number (DIN) verification are standard.

1. Tell me about your experience serving on a board committee, such as audit or risk.

Why they ask

This assesses your hands-on governance experience and your ability to contribute to committee work.

How to structure your answer

Use the STAR method (Situation, Task, Action, Result) to describe a specific committee role and its outcomes.

Example answer

"In my previous role as chair of the audit committee for a mid-sized financial services company, we faced a complex regulatory reporting issue. I led a thorough review of our internal controls, working closely with the external auditors and the CFO. We implemented a new reporting framework that brought us into full compliance and improved the timeliness of financial reporting. The board subsequently adopted the framework across other committees."

2. How do you prepare for a board meeting?

Why they ask

This reveals your diligence, organisational skills, and understanding of board materials.

How to structure your answer

Provide a step-by-step walk-through of your preparation process.

Example answer

"I begin by reading all board papers as soon as they are available, typically a week before the meeting. I focus on financial statements, risk reports, and any strategic proposals. I note any questions or concerns and may discuss them with the chair or company secretary in advance. I also review previous minutes and any follow-up actions to ensure continuity."

3. Imagine the board is considering a major acquisition that management supports, but you have concerns about the due diligence. How would you handle it?

Why they ask

This tests your independent judgement and ability to challenge management constructively.

How to structure your answer

Outline your approach to assessing the situation, considering options, and communicating your concerns.

Example answer

"I would first request additional information on the due diligence, particularly around synergies, integration costs, and risk exposure. I would raise my concerns in a private conversation with the chair before the meeting, and then table them formally during the board discussion. If the information provided was insufficient, I would propose deferring the decision until further analysis is completed. My goal is to ensure the board makes a fully informed decision."

4. Can you give an example of a time you challenged management on a strategic decision?

Why they ask

This assesses your willingness to act independently and your impact on board discussions.

How to structure your answer

Use the STAR method to describe the situation, your challenge, and the result.

Example answer

"At a previous board, management proposed a significant expansion into a new geographic market. I questioned the assumptions behind the revenue projections and the competitive landscape. I requested an independent market study, which revealed higher entry barriers than initially thought. The board ultimately decided to delay the expansion and focus on core markets, which proved to be a prudent decision."

5. How do you ensure you stay informed about regulatory changes affecting the organisation?

Why they ask

This tests your commitment to ongoing professional development and compliance.

How to structure your answer

Describe your process for staying up to date, including specific sources and activities.

Example answer

"I subscribe to updates from ASIC, the ASX, and the Australian Institute of Company Directors. I attend regular briefings and governance forums, and I review the ASX Corporate Governance Principles as they are updated. I also maintain a network of fellow directors to share insights on emerging regulatory issues."

6. What do you see as the key risks facing our organisation and how would you approach overseeing them?

Why they ask

This evaluates your strategic risk awareness and ability to prioritise.

How to structure your answer
Outline how you would assess risks, prioritise them, and work with the board to monitor them.

Example answer

"Based on my understanding of the sector, key risks might include regulatory changes, cybersecurity threats, and market volatility. I would start by reviewing the organisation's risk register and meeting with the risk committee chair. I would then work with the board to ensure that appropriate mitigation strategies are in place and that risk reporting is clear and regular. I would also consider emerging risks and encourage scenario planning."