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# THE CHRO'S GUIDE TO WORKING WITH— AND JOINING—A BOARD OF DIRECTORS



"I would say with great confidence: I have never heard anyone say they haven't become a better executive serving on a board," Coco Brown, a board member at ArcherPoint and an insights council member at Nasdaq Center for Board Excellence, told Charter Pro reporter Jacob Clemente at a February [Charter Cortado](#).

Brown, founder and CEO of the Athena Alliance, an executive education company, noted that for CHROs, having a seat on an organization's board of directors comes with twofold benefits: It's a career-advancing step on its own, but it's also a perspective-taking exercise that enriches the CHRO role. "You as a CHRO are engaging with your own board, but that's one point of view," she said. "If you serve on another board, you're actually sitting in that domain, and learning what it's like to be those people in the boardroom."

In the same way, cultivating strong relationships with your own board is both a means and an end in itself, providing valuable opportunities to build your network while enabling you to operate more strategically as a member of your leadership team.

In this guide, which collates Charter Pro's reporting on HR leaders and corporate boards, you'll hear from experts with a variety of experiences inside and outside of the boardroom →



#### **EDITH COOPER**

A board member at Amazon and PepsiCo; a co-founder of Medley; and a former partner, EVP, and head of human capital management at Goldman Sachs



#### **MARTHA BROOKS**

A board member at Volvo Group and Constellium and a former board member at Jabil, Harley-Davidson, and International Paper.



#### **SKIP MALONEY**

SVP and CHRO at Aspen Technology.



#### **COCO BROWN**

A board member at ArcherPoint, an insights council member at Nasdaq Center for Board Excellence, and the founder and CEO of The Athena Alliance, an executive education company.



#### **MICHAEL USEEM**

A professor of management at Wharton who teaches programs for mid-career professionals who serve—or want to serve—on corporate boards.



#### **JENNY DEARBORN**

A board member at talent assessment technology company Plum; beqom, a compensation and performance management platform; and the former chief people officer at Klaviyo.

## PART 1

# How to develop a strong relationship with your board

Over the past decade, an increasing number of corporate boards have changed the name of the “compensation committee” to titles like “Compensation and Human Capital Committee” and “Human Resources Committee.” These changes are more than just branding: They reflect the growing importance of the HR function in achieving the company’s business strategy.

“When you think about what makes an organization really thrive, particularly in an ever-changing environment, at the core is getting the talent equation right,” says Cooper, the board member at Amazon and Pepsi. Still, most HR leaders say that they would like their board more involved in the people side of the business. In original research from Charter, 66% of HR leaders said they thought their organization’s board of directors should be playing a more active role in their talent strategy.



## Here's their advice on how to develop a strong relationship with your board:

### 1 Before meeting with the board: Think through the “what-ifs.”

Original research by Charter found that 64% of business leaders agree that "we would be well served if our human resources leader operated more strategically," so be ready to answer any strategic questions the board will inevitably have. Really, any.

"You just really never know which direction the board's going to want to go in," says Maloney, the CHRO at Aspen Technology. "So you do your best to drive the conversation, but something may dawn on them...And hopefully you have that data prepared."

The data that the board expects from its CHRO might vary from company to company, but the big areas Maloney highlighted were data on retention, compensation, talent acquisition, and talent management. Brown, the CEO of the Athena Alliance, notes that the framing of this information matters: "Come with data and insights...positioned in a way that speaks to the core imperatives of the company."

#### WHAT TO READ

[Charter's guide](#) on how to be a more strategic HR leader.

### 2 When meeting with the board: Take the lead on identifying talent problems and solutions.

Cooper says that it's important for CHROs to be proactive when giving board members context on what their talent pipelines look like, specifically with respect to diversity.

"It's a key role of the board to ensure that the demographics of the organization are increasingly and importantly diverse across all dimensions...it's important to provide insights around those things and not just wait to be asked."

#### WHAT TO READ

Charter's [guide](#) to how to measure your DEI strategy's effectiveness.

Being proactive also means thinking through how the talent shortfalls of your organization might hinder the business' strategy and presenting solutions. Brooks, who serves on the boards of Volvo Group and Constellium, gives the example of a company that wants to build a new plant but is so short on engineers that it can't get its current projects done in a timely manner.

A strategic CHRO would be able to tell the board how HR plans to handle the compensation and recruitment of new engineers to solve that problem. "They'd have a plan to make it a realistic risk for us to say, 'Yes, we're going to put more capital there,'" says Brooks.

**3****Outside of formal meetings: Invest in your personal relationships with board members.**

The importance of forming a strong personal relationship with board directors can't be overstated, explains Useem, the management professor at Wharton. Board dinners are a great opportunity to build relationships with directors and to provide them with a fuller picture of who you are, says Useem.

That cuts both ways. The CHRO should feel comfortable asking board members about themselves to "understand the context from which the board member comes," says Cooper, who spent a decade as the head of human capital management at Goldman Sachs. "I'm pretty transparent. I'm going to look under the hood with respect to business practices, culture, the economics associated with talent...but how do I connect the dots through all those things?"

CHROs who do this are positioning themselves for higher impact, says Cooper. She compares forming these relationships to working with clients. "You can go into a client meeting and say, 'this is what I have to give you. Do you want it? Yes or no?' Or you can really take the time to get to know your clients. And that's what's critical from a CHRO perspective."

**4****Speak up.**

You might be hesitant to speak about issues that lie outside the traditional boundaries of HR, but so many areas of the business hinge on its talent. "I can't think of a single public company where people are not at the center of things," says Cooper.

"I never feel that a topic is beyond me or out of my swim lane," says

Maloney, who argues that it's a disservice to HR leaders' careers, the HR function, and the board for the CHRO to simply stick to their talking points and remain silent throughout the rest of the board meeting. "That doesn't mean I meddle and I jump into everything... [But] I think they want to hear from you... if you have an opinion that may add value, say it. Speak."

There are, of course, limits to what a CHRO should weigh in on. "I don't think [the CHRO] should get into a fight with the head of marketing over what the price strategy should be," says Brooks. "But for [the CHRO] to say 'Gee, we're planning to enter this market. We don't have very many people with the skills to do that. That's going to take me six to 12 months to build.' Those are the kinds of comments that are relevant."

**WHAT TO DO****Ask directors what they'd like to see more of from the leadership team.**

"I [have] asked very point blank, 'What is it that you need more from us? What do you want to see differently?'" says Maloney, who has observed that board members are often forthcoming when asked in this way.

**Meet new board members right away.**

When new people join the board, it's an opportunity for you to start forming those relationships. Brooks says that the CHRO should schedule a one-hour call with new board members to get to know them and to walk them through all the human resource issues at the company.

“don’t let your elevation cloud the fact that you’re really there because people want to hear what you think about the enterprise as a whole, and not just [your] function.”

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**Think of the board in the context of your own professional development.**

Broadening the lane of issues you speak about in the boardroom can also benefit your career. Useem gives the example of Denise Ramos, who used to be the CFO of ITT Corporation. When the company split itself into three stand-alone companies, Ramos became the CEO of one of the spin-offs.

When explaining his decision to appoint her, the board chair of the new company told Ramos, “You had always spoken as if you were running the company.” In board meetings, Ramos wouldn’t only report on the company’s cash position—she would also identify new opportunities for investment. As the board chair put it, “She was CEO before she was the CEO.” The takeaway, says Useem, is not to “let your elevation cloud the fact that you’re really there because people want to hear what you think about the enterprise as a whole, and not just [your] function.”

## PART 2

# How to leverage your HR experience to get a seat on a board

Between 2017 and 2021, the number of HR leaders, active or retired, appointed to corporate boards at Russell 3000 companies increased 300%, according to global executive search firm Allegis Partners. And while only 8% of those companies had boards with an HR leader as a director by the end of 2021, there's a clear trend emerging: Boards increasingly want a talent expert in the room.

"It's a great time to be a CHRO, because all roads are leading to how to really think about creating that environment where people want to work and people will thrive," says Cooper.

But getting that board seat as an HR professional will still require a lot of effort. "You've got to make it happen yourself," says Useem. "The only person who's going to be able to engineer your placement on a board is you. You're at the center of it."



## Here are steps to help guide you:

### Ask yourself why you want to serve on a board.

“It’s a significant investment of effort,” says Dearborn, who spent over two decades in HR before serving on her first board. To prepare herself for a board seat, Dearborn spent time networking, reading books, and participating in training programs to get a better sense of how boards operate. “The risk and the exposure that you are taking as a board member signing up to be the fiduciary at a corporation is very significant. And it’s not something to be done lightly,” she says.

Asking yourself why you want to serve on a board won’t only tell you if it’s a goal worth pursuing — it will also help you form your narrative.

#### WHAT TO ASK YOURSELF

*Do I have enough time to serve on a board? (“You have to invest a significant amount of time in understanding the business model,” says Cooper.)*

*What’s my personal end goal? And would serving on a board help me get there?*

#### WHAT TO READ

Charter’s [book briefing](#) of Dambisa Moyo’s book, *How Boards Work*.

### Craft your narrative

When Cooper retired from Goldman Sachs, she had an impressive resume. “But it really didn’t create a narrative around my value proposition to organizations.” She invested a lot of time thinking about her story, the value she would add to boards, and the type of boards on which she would want to serve. “When you get started, your first priority is, ‘I want to be on a public board,’” says Cooper. “I would say step back from that as a first priority and really do that work” to make sure that you have a good story to tell boards and recruiters.

#### WHAT TO ASK YOURSELF

*What kind of change would I want to make at an organization, and how would serving on a board allow me to do that?*

*What do I bring to the table? What part of my experience will be particularly useful to a board? (Brown, the CEO of the Athena Alliance, gives the example of scaling an organization: “Boards are always looking for a people leader who has been able to illustrate growth from this phase to that phase to take us from 300 employees to 3,000 employees.”)*

*What type of business do I want to serve, and does it align with my narrative?*

#### WHAT TO READ

Useem recommends reading the journal [Directors and Boards](#) and [The Handbook of Board Governance](#) for information on how to be an effective board member. As you become more fluent in the issues boards are grappling with outside of your specific company, you can think through how your background, interests, and perspective would add value.

## Consider starting at a private company.

The first for-profit board Cooper served on was at Slack, which was private when she joined. “It’s a terrific opportunity to really work closely with leadership and the board to...position the company for growth and for the public markets,” she says.

It also might be easier to start at a smaller private company and then work your way up to a larger public company. Brooks says that one pathway for a CHRO who wants to serve on a board could be for them to join a private-equity group after leaving their position in HR. While you’re there advising on human capital issues, “you [could serve] on the boards of those smaller companies...And that would be a really good experience for a larger company.” From there, she says, you could keep trading up to larger organizations.

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## Network with...

### ...your current board.

Keep in mind that the board of your company comprises business leaders and board members at other companies who can help you with contacts and information. “There have been opportunities that have come my way directly as a result of relationships that I’ve built with board members,” says Cooper. Maloney, the CHRO of Aspen Technology, says that he’s been approached to serve on a few boards at public companies, which he attributes to the relationships he’s built with board members and other senior business leaders. “When they are thinking about candidates for other boards, they have thought about me and they will think about you,” says Cooper.

### ...your business contacts.

The first board Dearborn served on was for HR analytics company Plum, whose software she used to buy when she was an HR leader at SAP. “When I left SAP, I said to the CEO of Plum, ‘I am your biggest fan and I think what your product does is amazing...I’d like to help you in any way I can.’” The CEO of Plum ended up asking her to serve on the board. Nearly four years later, Dearborn earned a seat on her second board at total compensation platform beqom.

### ...your CEO.

If you’ve developed a great relationship with your CEO, you should feel comfortable talking to them about serving on a board, say Useem and Cooper. The validity of this approach depends on whether your company allows executives to serve on boards at other companies.

If your CEO is okay with it, Useem recommends reaching out to executive recruiters at the better-known recruiting firms. “Send them a copy of your resume, and [tell them] why you’d be a great board member.”

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#### WHAT TO SAY

Schedule a meeting with your CEO to talk about your career and interest in serving on a board. Useem suggests starting the conversation like this:

*“For my own career development, is it possible you can talk with your friends who are CEOs elsewhere and some of the boardrooms where you serve, and can you put my name in the hopper?”*

You could explain that serving on a board elsewhere might make you a more valuable asset to your company by giving you insights into the culture and business practices of companies outside of your lane, says Cooper, who adds that you'll have a stronger case to make if you have a good reason for why you want to serve on a board in the first place.

Chances are that you already work with firms that recruit board directors in your role as CHRO. Brooks says that you could mention to the recruiter that your board will allow you to serve on a board at another company — if that's the case — or that you're planning on retiring or leaving soon and that you would be interested in serving on a board. But Brooks cautions: “You'd have to be careful that there's no trading of services. You'd have to be very ethical about that.”

#### EDITH COOPER

A board member at Amazon and PepsiCo; a co-founder of Medley; and a former partner, EVP, and head of human capital management at Goldman Sachs

#### Get in touch:

Did anything in this guide spark questions? Let us know how we can help at [pro@charterworks.com](mailto:pro@charterworks.com). And watch [the recording](#) of the Charter Cortado with Brown and Dearborn about people leaders making the leap from the c-suite to the boardroom.

# About Charter Pro

Charter Pro, the membership-based advisory and research solution that equips people leaders with essential tools, insights, and expertise to drive meaningful impact in today's rapidly evolving workplace. Explore how we can convert your aspirational agenda into reality, email us at [pro@charterworks.com](mailto:pro@charterworks.com).

