

WHAT BOARDS REALLY NEED FROM AN INDEPENDENT NED

INDEPENDENT THINKING. CONSTRUCTIVE CHALLENGE. BETTER DECISIONS.

“ *Strong Boards are rarely defined
by the people who agree.
They are defined by those prepared
to ask better questions.* ”

A practical perspective on how Independent
Non-Executive Directors create value through
governance, commercial insight, strategic
challenge and trusted counsel.



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VOLUME IV



Why Boards Matter More Than Ever

In a world of complexity, uncertainty and rapid change, strong governance is not a luxury – it is a necessity.

Boards exist to provide direction, oversight and constructive challenge. When they do, they create the environment for leadership to thrive and for organisations to deliver sustainable success. When they don't, even the best leadership struggles.

TODAY'S BOARDS FACE UNPRECEDENTED PRESSURES



ACCELERATING CHANGE

Technology, markets and customer expectations are shifting faster than most organisations can adapt.



GREATER STAKEHOLDER EXPECTATIONS

Investors, employees, customers and communities expect transparency, purpose and responsible leadership.



COMPLEX RISK LANDSCAPE

Cyber security, regulation, geopolitics, ESG and operational risk demand continuous attention and foresight.



STRATEGY IS HARDER TO EXECUTE

Good strategy is everywhere. Execution, alignment and discipline are where most organisations falter.



ACCOUNTABILITY IS HIGHER

Boards are rightly held to account for culture, performance and the decisions that shape the future.



THE WAR FOR TALENT

People want purpose, development and values-aligned leadership. Boards play a critical role.

“ Boards don't add value by joining in. They add value by stepping back, seeing the bigger picture and asking the questions others may not. ”

An effective Board brings diverse perspectives, deep experience and independent judgement together to support good decisions and hold leadership to account.

That is where Independent NEDs play a vital role.



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The Seven Roles of a Great Independent NED

Beyond oversight. Beyond approval. Creating value.

The most effective Independent NEDs do far more than attend meetings and satisfy governance requirements. They bring distinct perspectives, constructive challenge and relevant experience that strengthen the Board and improve outcomes.

Here are seven roles I believe make the greatest difference.



01

STRATEGIC SPARRING PARTNER

Challenge assumptions, test plans and ensure strategy is fit for purpose, aligned to the environment and focused on long-term value.



02

INDEPENDENT THINKER AND CHALLENGER

Provide objective, courageous challenge in the best interests of the company and its stakeholders. Disagree respectfully. Add value relentlessly.



03

EXPERIENCED COMMERCIAL CONTRIBUTOR

Bring real-world commercial insight to boardroom debates. Help identify opportunities, threats and the choices that matter.



04

PEOPLE AND CULTURE GUARDIAN

Ensure the Board and leadership team have the right culture, values and talent to deliver sustained performance.



05

RISK AWARE AND FUTURE FOCUSED

Promote robust risk oversight while keeping the Board focused on emerging opportunities, scenarios and the horizon ahead.



06

STAKEHOLDER ADVOCATE

Represent the interests of shareholders and wider stakeholders, championing transparency, trust and responsible governance.



07

ADVISOR, CONNECTOR AND CATALYST

Share networks, open doors and connect the Board to people, ideas and perspectives that accelerate progress.

“

A Board's strength is not measured by the titles around the table, but by the quality of the thinking that shapes its decisions.

”



Questions Every Board Should Be Asking

Better questions lead to better decisions.

Great Boards don't just review information – they challenge it. They probe assumptions, test options and ensure leadership is considering the right issues in the right way.

The quality of a Board's questions determines the quality of its outcomes.

STRATEGIC DIRECTION



Are we clear on where we are going and why?

Is our purpose and strategy compelling, differentiated and future-fit?



What are the biggest opportunities – and are we bold enough?

Are we prioritising the right options for long-term value creation?



What could disrupt our business model?

What trends, threats or changes might render our strategy obsolete?

PERFORMANCE & VALUE CREATION



How do we measure success beyond financial results?

Are we creating sustainable value for all stakeholders, not just shareholders?



What are we doing well that we should do more of?

Are we reinforcing our strengths and competitive advantages?



What are we tolerating that we should stop?

What drains energy, erodes margin or distracts us from what matters most?

RISK, GOVERNANCE & LEADERSHIP



Are we managing our risks – or just hoping not to fail?

Do we have clear visibility of our key risks and a robust plan to mitigate them?



Do we have the right leadership to deliver our strategy?

Do we have the capability, culture and succession strength we need?



Are we governed effectively and with integrity?

Is our governance enabling good decisions, constructive challenge and accountability?

“ Good questions don't have easy answers. But they do lead to better thinking, stronger decisions and better outcomes. ”



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What Great CEOs Expect from Their NEDs

Behind every successful CEO is a Board they trust, challenge and support.

CEOs rely on their Independent NEDs for more than governance. They value insight, candour and experience that helps them see around corners and make better decisions.

Here is what great CEOs consistently tell me they value most.



INDEPENDENT PERSPECTIVE

A fresh set of eyes and experience to challenge assumptions and broaden the conversation.



TRUSTWORTHY COUNSEL

A sounding board who listens, supports and offers guidance when it matters most.



CONSTRUCTIVE CHALLENGE

The courage to disagree respectfully and ask the questions others may avoid.



PEOPLE AND CULTURE CHAMPION

Advocating for the leadership team, talent pipeline and a culture that enables performance.



STRATEGIC INSIGHT

Commercial acumen and sector experience that helps shape better strategic choices.



RISK AND GOVERNANCE OVERSIGHT

Ensuring the right controls, informed challenge and clarity of accountability without getting in the way.



FOCUS ON LONG-TERM VALUE

A commitment to sustainable growth, not just short-term performance.



A STRONG, RELIABLE PARTNER

A NED they can rely on – committed, prepared and aligned with the success of the organisation.

“ The best NEDs don’t have all the answers. They ask the right questions, challenge with respect and stand alongside the CEO to help build extraordinary businesses. ”

When a CEO and their NEDs work in true partnership, the Board becomes a source of strength, insight and confidence – enabling **bold leadership and better results**.



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Common Boardroom Mistakes

Even well-intentioned Boards can fall into habits that limit their effectiveness.

From my experience, these are the mistakes that most often get in the way of good governance, clear strategy and sustainable value creation.

Great Boards avoid them. Exceptional Boards learn from them.



01

LACK OF CONSTRUCTIVE CHALLENGE

Too much agreement, not enough debate. When challenge disappears, so does scrutiny – and so does performance.



02

FOCUSING ON DETAIL, NOT DIRECTION

Getting lost in operational detail rather than challenging strategy, direction and long-term value.



03

GROUPTHINK AND CONFORMITY

The desire to fit in can silence valuable perspectives. Diversity without candour delivers little benefit.



04

POOR TIME MANAGEMENT

Spending too long on reports and compliance. Not enough time on strategy, risk and future opportunities.



05

INSUFFICIENT FOCUS ON RISK AND OPPORTUNITY

Boards often over-index on risk avoidance and under-index on identifying and seizing opportunity.



06

WEAK RELATIONSHIPS AND COMMUNICATION

A lack of trust, openness or honest dialogue prevents the Board from functioning as a team.



07

FAILURE TO HOLD MANAGEMENT TO ACCOUNT

Avoiding difficult questions or accepting vague answers leads to drift, complacency and underperformance.

“ Awareness is the first step. Acknowledging these pitfalls is how Boards create the conditions for better decisions and stronger outcomes. ”

Strong governance isn't about rules. It's about rigour, relevance and responsibility. The best Boards are always learning.



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Independent Challenge Without Becoming a Blocker

*The art of challenge is not about opposition.
It's about contribution.*

Independent challenge is one of a NED's most important responsibilities. But how you challenge is just as important as what you challenge. The best NEDs are courageous, not combative. They challenge with purpose, respect and a clear focus on what's right for the organisation.

Here are seven principles I follow to ensure challenge adds value, not friction.



01

LISTEN DEEPLY BEFORE YOU SPEAK

Understand the context, the pressures and the thinking behind the decision. Ask questions. Listen for what isn't being said.



02

CHALLENGE THE THINKING, NOT THE PERSON

Focus on ideas, assumptions and potential consequences – never individuals. Respect builds trust. Trust enables open challenge.



03

BRING EVIDENCE, NOT OPINION

Back your challenge with insight, experience or data. Substance earns attention and drives better decisions.



04

BE TIMELY AND RELEVANT

Challenge early enough to influence, not so late it frustrates. Make it relevant to strategy, risk, value and long-term success.



05

OFFER SOLUTIONS, NOT JUST PROBLEMS

Constructive challenge should expand options, not close them. Help the Board see the path forward.



06

KNOW WHEN TO PERSIST – AND WHEN TO LET GO

Some battles are worth having. Others aren't. Choose your moments carefully and let go when the Board has decided.



07

ALIGN WITH PURPOSE AND VALUES

Challenge in service of the organisation's purpose and stakeholders. When aligned, challenge becomes leadership.

“The role of the Independent NED isn't to have the loudest voice in the room. It's to help the Board make the best possible decision. Challenge that is respectful, informed and solutions-focused always strengthens the Board.”

”

Independence is not just about standing apart. It's about standing up – for the right reasons, in the right way, at the right time. That is how challenge creates value.



Around the Board Table

*The best Boards don't just oversee the future.
They help shape it.*

An Independent NED's role is a privilege and a responsibility. It is about stewardship, not status. Contribution, not control. It is about helping the Board and the organisation succeed – today and for the long term.

When we get it right, Boards become a source of strength, clarity and confidence for everyone they serve.

MY COMMITMENT AROUND THE BOARD TABLE



BRING CLARITY

Cut through complexity to focus on what truly matters for the long-term success of the organisation.



OFFER PERSPECTIVE

Share independent insight and challenge with respect, ensuring better decisions and stronger outcomes.



BUILD TRUST

Earn trust through integrity, candour and confidentiality. Be a reliable and supportive partner to the CEO and Board.



DRIVE VALUE

Focus on sustainable growth, responsible governance and creating value for all stakeholders.

“ *The strength of a Board is not measured by the unanimity of its views, but by the quality of its debate and the courage to make decisions in the best interests of the future.* ”

I have spent my career helping organisations grow, transform and thrive. Around the board table, I bring the same focus, energy and determination – so that together, we can create sustainable success and lasting impact.

Let's build better Boards. And better futures.



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