

Board Chair and Lead Independent Director

Orchestrating ownership, independent judgment, and strategic debate

What's changing

The Chair or Lead Independent Director does not need to own every AI issue. Their responsibility is to ensure that the board asks the right questions, committees have clear mandates, and the pieces reconnect at the full-board level. This requires creating enough space for strategic debate while avoiding both unchecked experimentation and defensive paralysis.

What effective board leaders do

- Keep AI strategy and its implications for competitive advantage on the full-board agenda.
- Clarify what remains with the full board, what is delegated, and how committee insights are integrated.
- Create the conditions for candid debate rather than passive updates or compliance theater.
- Ensure the board's learning keeps pace with management without allowing expertise gaps to suppress debate.

Questions to ask now

- How will AI change the basis of competition in our industry and potentially redefine our business?
- Are we spending enough board time on how AI could reshape the business, or mostly on AI risk?
- What decisions, investments, or behaviors have changed because of our AI agenda, not merely what reporting has increased?
- Where are we accepting surface-level explanations because the board lacks confidence to probe?
- What may be falling between committees or between the board and management?
- Are we creating the conditions for independent judgment, or unintentionally signaling deference to management expertise?

Where boards get stuck

- Treating AI as a periodic update rather than a continuing strategic and leadership agenda.
- Allowing committee activity to substitute for coherent full-board ownership.
- Focusing on risk while underestimating the governance and competitive risks of doing nothing.

How Egon Zehnder can help

We help Chairs and Lead Independent Directors strengthen accountability, board dynamics, and the quality of AI-related challenge and decision-making.

Speak with our team:



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