

Nominating & Governance Committee

Building the board's capacity to govern AI with confidence

What's changing

The objective is not to build a board of AI experts. It is to build a board capable of governing AI, which includes challenging management's assumptions. As AI becomes embedded in strategy, operations, and decision-making, the committee must consider whether the board has the right combination of expertise, judgment, curiosity, and challenge capacity to oversee management effectively.

What effective committees do

- Define board-level AI fluency, recognizing that fluency is different from technical expertise.
- Build collective capability rather than relying on a single AI-savvy director as the designated expert.
- Use board assessments, succession planning, director development, and recruiting to address emerging capability gaps.
- Update governance structures and committee charters to reflect how AI decisions are made across the enterprise.

Questions to ask now

- Are we building a board that can test management's assumptions about AI, or one that is increasingly dependent on management to explain it?
- Which critical AI-related assumptions have we meaningfully tested in the last year?
- Do we have directors who can identify AI opportunities, not only AI risks?
- Where might our current composition limit our ability to spot threats, opportunities, or unintended consequences?
- What should continuing education, assessment, and succession look like as the required capabilities evolve?

Where boards get stuck

- Recruiting a single AI expert and mistaking that for broader board capability.
- Confusing director education with true board effectiveness.
- Becoming increasingly dependent on management explanations instead of exercising independent judgment.
- Designing governance to slow AI down rather than to guide informed, responsible innovation.

How Egon Zehnder can help

We help boards build the collective capability to govern AI through board composition, director effectiveness, succession, and governance design.

Speak with our team:



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